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<p>外商投资准入特别管理措施 (负面清单) (2020 年版)</p>	<p>Special Administrative Measures for Access of Foreign Investments (Negative List) (2020 Edition)</p>
<p>说明</p>	<p>Notes</p>
<p>一、《外商投资准入特别管理措施（负面清单）》（以下简称《外商投资准入负面清单》）统一列出股权要求、高管要求等外商投资准入方面的特别管理措施。《外商投资准入负面清单》之外的领域，按照内外资一致原则实施管理。</p> <p>二、《外商投资准入负面清单》对部分领域列出了取消或放宽准入限制的过渡期，过渡期满后将按时取消或放宽其准入限制。</p> <p>三、境外投资者不得作为个体工商户、个人独资企业投资人、农民专业合作社成员，从事投资经营活动。</p> <p>四、有关主管部门在依法履行职责过程中，对境外投资者拟投资《外商投资准入负面清单》内领域，但不符合《外商投资准入负面清单》规定的，不予办理许可、企业登记注册等相关事项；涉及固定资产投资项目核准的，不予办理相关核准事项。投资有股权要求的领域，不得设立外商投资合伙企业。</p> <p>五、经国务院有关主管部门审核并报国务院批准，特定外商投资可以不适用《外商投资准入负面清单》中相关领域的规定。</p> <p>六、境内公司、企业或自然人以其在境外合法设立或控制的公司并购与其有关联关系的境内公司，按照外商投资、境外投资、外汇管理等有关规定办理。</p> <p>七、《外商投资准入负面清单》中未列出的文化、金融等领域与行政审批、资质条件、国家安全等相关措施，按照现行规定执行。</p> <p>八、《内地与香港关于建立更紧密经贸关系的安排》及其后续协议、《内地与澳门关于建立更紧密经贸关系的安排》及其后续协议、《海峡两岸经济合作框架协议》及其后续协议、我国缔结或者参加的国际条约、协定对境外投资者准入待遇有更优惠规定的，可以按照相关规定执行。在自由贸易试验区等特殊经济区域对符合条件的投资者实施更优惠开放措施的，按照相关规定执行。</p> <p>九、《外商投资准入负面清单》由国家发展改革委、商务部会同有关部门负责解释。</p>	<p>I. The Special Administrative Measures for Access of Foreign Investments (Negative List) (the "Negative List for Access of Foreign Investments") set out in a centralized manner special administrative measures in respect of the access of foreign investments, such as limits on the proportion of foreign investment and the requirements on senior management. Sectors not specified in the Negative List for Access of Foreign Investments shall be subject to administration under the principle of treating domestic investments and foreign investments equally.</p> <p>II. The Negative List for Access of Foreign Investments provides the transition period for some sectors to abolish or ease access limits; access limits on these sectors will be abolished or eased on schedule upon expiry of the transition period.</p> <p>III. Foreign investors are forbidden to engage in investment activities as individual businesses, investors of sole proprietorship enterprises or members of farmers' professional cooperatives.</p> <p>IV. The relevant competent departments shall, in the course of performing their duties in accordance with the law, refuse to handle such relevant matters as licensing and business registration where a foreign investor intends to invest in any sector falling within the scope of the Negative List for Access of Foreign Investments but fails to meet the requirements thereof; and refuse to handle the relevant approval matters if the approval involves any fixed asset investment project. If foreign investors intend to invest in sectors subject to limits on the proportion of foreign investment, they are not allowed to establish</p>

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	<p>foreign-invested partnerships.</p> <p>V. After being examined by the relevant competent department of the State Council and reported to the State Council for approval, specific foreign investments may not be subject to the provisions set out in the Negative List for Access of Foreign Investments on the relevant sectors.</p> <p>VI. Where the merger and acquisition of affiliated domestic companies by domestic companies, enterprises or natural persons via the companies legally established or controlled overseas thereby occur, the relevant provisions on foreign investment, overseas investment and foreign exchange management shall apply.</p> <p>VII. In terms of measures concerning administrative examination and approval, qualification requirements, national security, etc. for such sectors as culture and finance, which are not specified in the Negative List for Access of Foreign Investments, the existing provisions shall apply.</p> <p>VIII. If other provisions in the Closer Economic Partnership Arrangement between Mainland China and Hong Kong and its follow-up agreements, the Closer Economic Partnership Arrangement between Mainland China and Macao and its follow-up agreements, the Cross-Strait Economic Cooperation Framework Agreement and its follow-up agreements, and in any international convention or treaty of which China is a contracting state or to which China has acceded, offer more preferential access treatment to foreign investors, such provisions shall prevail. Where more preferential opening-up measures are offered to eligible investors in special economic zones, such as pilot free trade zones, the relevant provisions shall prevail.</p> <p>IX. The Negative List for Access of Foreign Investments shall be interpreted by the National Development and Reform Commission and the Ministry of Commerce in concert with</p>
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	related departments.
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外商投资准入特别管理措施 (负面清单) (2020 年版)		Special Administrative Measures for Access of Foreign Investments (Negative List) (2020 Edition)	
序号	特别管理措施	No.	Special Administrative Measures
一、农、林、牧、渔业		A. Agriculture, Forestry, Animal Husbandry and Fishery	
1	小麦新品种选育和种子生产的中方股比不低于 34%、玉米新品种选育和种子生产须由中方控股。	1	The Chinese party shall hold at least 34% of the shares of a company undertaking the selection and cultivation of new varieties of, and production of the seeds of, wheat; selection and cultivation of new varieties of, and production of seeds of, corn, must be undertaken by a company controlled by the Chinese party.
2	禁止投资中国稀有和特有的珍贵优良品种的研发、养殖、种植以及相关繁殖材料的生产(包括种植业、畜牧业、水产业的优良基因)。	2	Investment in the research, development, breeding and planting of China's rare and unique precious quality varieties as well as the production of relevant breeding materials (including quality genes of planting, animal husbandry and aquaculture) is banned.
3	禁止投资农作物、种畜禽、水产苗种转基因品种选育及其转基因种子(苗)生产。	3	Investment in the selection of genetically modified varieties and the production of genetically modified seeds (fingerlings) in respect of crops, breeding stock and poultry, and aquatic fingerlings is prohibited.
4	禁止投资中国管辖海域及内陆水域水产品捕捞。	4	Investment in fishing for aquatic products in sea areas under Chinese jurisdiction and in inland

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			waters is prohibited.
二、采矿业		B. Mining	
5	禁止投资稀土、放射性矿产、钨勘查、开采及选矿。	5	Investment in the reconnaissance, mining and beneficiation of rare earths, radioactive minerals and tungsten is prohibited.
三、制造业		C. Manufacturing	
6	出版物印刷须由中方控股。	6	Investment in the printing of publications must be controlled by the Chinese party.
7	禁止投资中药饮片的蒸、炒、炙、煨等炮制技术的应用及中成药保密处方产品的生产。	7	Investment in the application of such processing techniques as steaming, frying, grilling, and calcination of traditional Chinese medicine decoction pieces and the manufacturing of Chinese patent medicine with confidential prescriptions is prohibited.
8	除专用车、新能源汽车、商用车外，汽车整车制造的中方股比不低于 50%，同一家外商可在国内建立两家及两家以下生产同类整车产品的合资企业。 (2022 年取消乘用车制造外资股比限制以及同一家外商可在国内建立两家及两家以下生产同类整车产品的合资企业的限制)	8	Except for special vehicles, new-energy vehicles and commercial vehicles, shares of a manufacturer producing other types of whole vehicles, held by Chinese parties, shall be 50 percent at least, and a single foreign investor may establish up to two joint ventures in China to manufacture the same type of whole vehicles (In 2022, limits on the foreign shareholding will be abolished for passenger vehicles, and the restriction that a single foreign investor may establish up to two joint ventures in China to manufacture the same type of whole vehicles will be eliminated as well).
9	卫星电视广播地面接收设施及关键件生产。	9	Investment in the manufacturing of ground receiving facilities and key parts for satellite television broadcasting.

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四、电力、热力、燃气及水生产和供应业		D. Production and Supply of Electric Power, Heating Power, Gas and Water	
10	核电站的建设、经营须由中方控股。	10	Investment in the construction and operation of nuclear power plant must be controlled by the Chinese party.
五、批发和零售业		E. Wholesale and Retail Industry	
11	禁止投资烟叶、卷烟、复烤烟叶及其他烟草制品的批发、零售。	11	Investment in the wholesale and retail of leaf tobacco, cigarettes, re-dried leaf tobacco and other tobacco products is banned.
六、交通运输、仓储和邮政业		F. Communication and Transportation, Storage and Mail	
12	国内水上运输公司须由中方控股。	12	Domestic water transportation companies must be controlled by Chinese parties.
13	公共航空运输公司须由中方控股，且一家外商及其关联企业投资比例不得超过25%，法定代表人须由中国籍公民担任。通用航空公司的法定代表人须由中国籍公民担任，其中农、林、渔业通用航空公司限于合资，其他通用航空公司限于中方控股。	13	A public air transportation company must be controlled by the Chinese party, and the investment made by a single foreign investor together with its related-party enterprises in such company shall not exceed 25 percent, and such company's legal representative must be a Chinese citizen. Legal representatives of general aviation companies must be Chinese citizens, of which, those for the agriculture, forestry and fishery industries are limited to joint ventures only, while others shall be controlled by Chinese parties.
14	民用机场的建设、经营须由中方相对控股。外方不得参与建设、运营机场塔台。	14	Investment in the construction and operation of civil airports must be relatively controlled by the Chinese party. Foreign parties are not allowed to participate in the construction and operation of airport towers.

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15	禁止投资邮政公司、信件的国内快递业务。	15	Investment in postal service companies and the business of delivery mail domestically is prohibited.
七、信息传输、软件和信息技术服务业		G. Information Transmission, Software and Information Technology Services	
16	电信公司：限于中国入世承诺开放的电信业务，增值电信业务的外资股比不超过 50%（电子商务、国内多方通信、存储转发类、呼叫中心除外），基础电信业务须由中方控股。	16	Telecommunications companies are limited to investment in the telecommunications business opened according to China's WTO accession commitments; the proportion of foreign investment in a value-added telecommunications business (excluding e-commerce business, domestic multi-party communications, store-and-forward and call centers) shall not exceed 50 percent; the basic telecommunication business must be controlled by the Chinese party.
17	禁止投资互联网新闻信息服务、网络出版服务、网络视听节目服务、互联网文化经营（音乐除外）、互联网公众发布信息服务（上述服务中，中国入世承诺中已开放的内容除外）。	17	Investment in internet news services, online publishing services, online audio-visual program services, internet culture operation (excluding music), and internet public-oriented information releasing services (excluding content of the abovementioned services that is permitted under China's WTO accession commitments) is prohibited.
八、租赁和商务服务业		H. Leasing and Business Services	
18	禁止投资中国法律事务（提供有关中国法律环境影响的信息除外），不得成为国内律师事务所合伙人。	18	Engagement in Chinese legal affairs (except for the provision of information relating to the impacts of China's legal environment) is prohibited; becoming the partner of a domestic law office is prohibited.
19	市场调查限于合资，其中广播电视收听、收视调查须由中方控股。	19	Investment in market surveys is limited to joint ventures; specifi-

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			cally, investment in broadcasting and television listening and rating surveys must be controlled by the Chinese party.
20	禁止投资社会调查。	20	Investment in social surveys is banned.
九、科学研究和技术服务业		I. Scientific Research and Technical Services	
21	禁止投资人体干细胞、基因诊断与治疗技术开发和应用。	21	Investment in the development and application of technologies of human stem cell and gene diagnosis and treatment is prohibited.
22	禁止投资人文社会科学研究机构。	22	Investment in humanistic and social science research institutions is prohibited.
23	禁止投资大地测量、海洋测绘、测绘航空摄影、地面移动测量、行政区域界线测绘，地形图、世界政区地图、全国政区地图、省级及以下政区地图、全国性教学地图、地方性教学地图、真三维地图和导航电子地图编制，区域性的地质填图、矿产地质、地球物理、地球化学、水文地质、环境地质、地质灾害、遥感地质等调查（矿业权人在其矿业权范围内开展工作不受此特别管理措施限制）。	23	Investment in geodetic surveying, hydrographic surveying and charting, surveying and mapping via aerial photography, ground mobile surveying, surveying and mapping of administrative area borders, compiling of topographical maps, world administrative maps, national administrative maps, administrative maps at the provincial level or below, national school maps, local school maps and true three-dimensional maps, compiling of navigation electronic maps and such investigations as regional geological mapping, mineral geology, geophysics, geochemistry, hydrogeology, environmental geology, geological disasters and remote sensing geology is prohibited (Mining right owners working within the scope of their mining rights will not be subject to this special administrative measure).
十、教育		J. Education	
24	学前、普通高中和高等教育机构限于中外合作办学，须由中方主导（校长或者	24	Investment in pre-school institutions, senior high schools and in-

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	主要行政负责人应当具有中国国籍，理事会、董事会或者联合管理委员会的中方组成人员不得少于 1/2）。		stitutions of higher learning is limited to schools jointly run by Sino-foreign entities; such schools must be dominated by the Chinese parties (principals or major administration heads in charge of such schools shall be of Chinese nationality, and Chinese members of the council, board of directors or joint management committee shall account for at least half).
25	禁止投资义务教育机构、宗教教育机构。	25	Investment in compulsory education institutions and religious education institutions is prohibited.
十一、卫生和社会工作		K. Health and Social Work	
26	医疗机构限于合资。	26	Investment in medical institutions is limited to joint ventures.
十二、文化、体育和娱乐业		L. Culture, Sports and Entertainment	
27	禁止投资新闻机构（包括但不限于通讯社）。	27	Investment in news agencies (including but not limited to press agencies) is prohibited.
28	禁止投资图书、报纸、期刊、音像制品和电子出版物的编辑、出版、制作业务。	28	Investment in editing, publishing and production of books, newspapers, periodicals, audio-visual products and electronic publications is prohibited.
29	禁止投资各级广播电台（站）、电视台（站）、广视频道（率）、广播电视传输覆盖网（发射台、转播台、广播电视卫星、卫星上行站、卫星收转站、微波站、监测台及有线广播电视传输覆盖网等），禁止从事广播电视视频点播业务和卫星电视广播地面接收设施安装服务。	29	Investment in all levels of broadcasting stations, television stations, radio and television channel and frequency, radio and television transmission networks (including radiating stations, re-broadcasting stations, broadcasting and TV satellites, satellite up-link stations, satellite signal receiving and rebroadcasting stations, microwave stations, monitoring stations and cable broadcasting and television transmission network, etc.) and engagement in the video on demand

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			business of radio and TV and in the provision of services of installation of the ground receiving facilities for satellite television broadcasting is prohibited.
30	禁止投资广播电视节目制作经营（含引进业务）公司。	30	Investment in radio and television program production and operation (including introduction) companies is prohibited.
31	禁止投资电影制作公司、发行公司、院线公司以及电影引进业务。	31	Investment in film production companies, distribution companies, cinema companies and the introduction of films is prohibited.
32	禁止投资文物拍卖的拍卖公司、文物商店和国有文物博物馆。	32	Investment in enterprises selling cultural relics by auction, cultural relic stores and state-owned cultural relic museums is prohibited.
33	禁止投资文艺表演团体。	33	Investment in cultural and artistic performance groups is prohibited.