



双语教学法规丛书 法律英语教学最佳读物

# English-Chinese

Bilingual Education Series with Laws and Regulations

## 商法

双语对照法规  
英文译本 中文边注

Commercial Law



法律出版社  
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Bilingual Education Series with Laws and Regulations (English Translation/Chinese Note)

法律出版社法规中心 编

# 商 法

双语对照法规

## Commercial Law



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## 编者的话

我们上学的时候,中国好事不断,先是出了个神奇的李阳,带着他的“疯狂”扫过大江南北,掀起了学习英语的滚滚热潮;继而申奥的成功和WTO的加入又为大家的激情注入了更为亢奋的血液。那个时候的我们,似乎觉得自己英语水平还算可以,可是踏入了工作大门之后,才发现自己在庞大的法律专业英语面前不过是井底之蛙,才发现以法律为专业的我们在本专业面前竟会手足无措得像一群初学者——懂得英语却未必能读懂法律英语条文,这似乎成了很多法学专业学生的通病。

为了让现在的你们能在学习专业法律知识的同时就掌握标准的法律英语,熟悉并运用法律专有名词。为了帮助更多的学生成为一名真正面向社会、面向未来的现代法律工作者,我们特地编辑了此套《双语教学法规》丛书。该套丛书共分六册出版,分别为《民法与民事诉讼法》、《刑法与刑事诉讼法》、《行政法与行政诉讼法》、《宪法》、《经济法》、《商法》。

整套丛书运用标准权威的法律英文译本——所有译本均由我国立法机关全国人大法律工作委员会提供、合理的排版方式——中英文逐条当页对照、独具特色的设计风格——特殊的A5开本和低成本的定价策略,为所有法律专业的学生提供了一套案头必备的学习手册。我们希望我们的工作能真正迎时势之需,创出一代精品,也希望她的权威、实用和方便带给你无限的喜悦和灿烂的明天。

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# Company Law of the People's Republic of China

# 中华人民共和国 公 司 法

(Adopted at the Fifth Meeting of the Standing Committee of the Eighth National People's Congress on December 29, 1993 and revised at the 13th Meeting of the Ninth National People's Congress on December 25, 1999 in accordance with the Decision on Revising the Company Law of the People's Republic of China)

(1993 年 12 月 29 日  
第八届全国人民代表大会  
常务委员会第五次  
会议通过 根据  
1999 年 12 月 25 日  
第九届全国人民代表  
大会常务委员会第十  
三次会议《关于修改〈中  
华人民共和国公司法〉  
的决定》修正)

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## Chapter I General Provisions

## 第一章 总 则

**Article 1** This Law is formulated in accordance with the Constitution of the People's Republic of China in order to meet the needs of establishing a modern enterprise system, to standardize the organization and activities of companies, to protect the legitimate rights and interests of companies, shareholders and creditors, to maintain socio-economic order and to promote the development of the socialist market economy.

**第一条** 为了适应建立现代企业制度的需要,规范公司的组织和行为,保护公司、股东和债权人的合法权益,维护社会经济秩序,促进社会主义市场经济的发展,根据宪法,制定本法。

**Article 2** The term "company" mentioned in this Law refers to a limited liability company or a joint stock limited company incorporated within the territory of the People's Republic of China in accordance with this Law.

**第二条** 本法所称公司是指依照本法在中国境内设立的有限责任公司和股份有限公司。

**Article 3** A "limited liability company" or "joint stock limited company" is an enterprise legal person.

**第三条** 有限责任公司和股份有限公司是企业法人。

In the case of a limited liability company, shareholders shall assume liability towards the company to the extent of their respective capital contributions, and the company shall be liable for its debts to the extent of all its assets.

有限责任公司,股东以其出资额为限对公司承担责任,公司以其全部资产对公司的债务承担责任。

In the case of a joint stock limited company, its total capital shall be divided into equal shares, shareholders shall assume liability towards the company to the extent of their respective shareholdings, and the company shall be liable for its debts to the extent of all its assets.

**Article 4** The shareholders of a company shall, in their capacity of contributors of capital, enjoy such rights of owners as benefiting from assets of the company, making major decisions and selecting managerial personnel in accordance with the amount of their respective capital investment in the company.

A company shall enjoy the right to the entire property of the legal person formed by the investments of the shareholders and shall possess civil rights and bear the civil liabilities in accordance with the law.

The ownership of State-owned assets in a company shall vest in the State.

**Article 5** A company shall, with all its legal person assets, operate independently and be responsible for its own profits and losses according to law.

A company shall, under the macro-adjustment and control of the State, organize its production and operation independently in accordance with market demand for the purpose of raising economic benefits and labour productivity and maintaining and increasing the value of its assets.

**Article 6** An internal management mechanism shall be implemented within companies, which is characterized by clear definition of powers and responsibilities, scientific management and combination of encouragement and restraint.

**Article 7** State-owned enterprises restructured to form companies must transform their operating mechanism, gradually

股份有限公司,其全部资本分为等额股份,股东以其所持股份为限对公司承担责任,公司以其全部资产对公司的债务承担责任。

**第四条** 公司股东作为出资者按投入公司的资本额享有所有者的资产受益、重大决策和选择管理者等权利。

公司享有由股东投资形成的全部法人财产权,依法享有民事权利,承担民事责任。

公司中的国有资产所有权属于国家。

**第五条** 公司以其全部法人财产,依法自主经营,自负盈亏。

公司在国家宏观调控下,按照市场需求自主组织生产经营,以提高经济效益、劳动生产率和实现资产保值增值为目的。

**第六条** 公司实行权责分明、管理科学、激励和约束相结合的内部管理体制。

**第七条** 国有企业改建为公司,必须依照法



produce an inventory of their assets and verify their funds, delimit their property rights, clear off their claims and debts, evaluate their assets and establish a standard internal management mechanism in accordance with the conditions and requirements set by laws, administrative rules and regulations.

**Article 8** Incorporation of limited liability companies or joint stock limited companies must meet the conditions stipulated by the present Law. Companies meeting the conditions set by this Law shall be registered as limited liability companies or joint stock limited companies; while companies failing to meet the conditions set by this Law shall not be registered as limited liability companies or joint stock limited companies.

Where laws or administrative rules and regulations provide that incorporation of companies must be subject to examination and approval, the procedures of examination and approval shall be completed according to law prior to the registration of such companies.

**Article 9** A limited liability company established according to this Law must clearly indicate the words "limited liability company" in its name.

A joint stock limited company established according to this Law must clearly indicate the words "joint stock limited company" in its name.

**Article 10** A company's domicile shall be the place where its main administrative organization is located.

**Article 11** Articles of association must be formulated in accordance with this Law when a company is incorporated. A company's articles of association shall have binding force on the company, its shareholders, directors, supervisors and managers.

律、行政法规规定的条件和要求,转换经营机制,有步骤地清产核资,界定产权,清理债权债务,评估资产,建立规范的内部管理机构。

**第八条** 设立有限责任公司、股份有限公司,必须符合本法规定的条件。符合本法规定的条件的,登记为有限责任公司或者股份有限公司;不符合本法规定的条件的,不得登记为有限责任公司或者股份有限公司。

法律、行政法规对设立公司规定必须报经审批的,在公司登记前依法办理审批手续。

**第九条** 依照本法设立的有限责任公司,必须在公司名称中标明有限责任公司字样。

依照本法设立的股份有限公司,必须在公司名称中标明股份有限公司字样。

**第十条** 公司以其主要办事机构所在地为住所。

**第十一条** 设立公司必须依照本法制定公司章程。公司章程对公司、股东、董事、监事、经理具有约束力。

A company's scope of business shall be defined in its articles of association and registered in accordance with the law. Items within the company's "scope of business" that are subject to restrictions under laws, administrative rules and regulations shall be approved in accordance with the law.

Companies shall engage in business activities within their registered scope of business. A company may change its scope of business by amending its articles of association in accordance with statutory procedures and making such amendments registered with the Company Registration Authority.

**Article 12** A company may invest in other limited liability companies or joint stock limited companies and shall assume liability towards the company so invested in to the extent of such capital contributions.

In case a company, other than an investment company or a holding company as specified by the State Council, invests in other limited liability companies or joint stock limited companies, the aggregated amount of such investments shall not exceed fifty percent of its net assets; after the initial investment, the increase therein resulting from capitalization of the profit derived from the company invested in shall not be included.

**Article 13** A company may establish branches, which shall not possess the status of enterprise legal persons and whose civil liabilities shall be borne by the company.

A company may establish subsidiaries, which shall possess the status of enterprise legal persons, and shall independently bear civil liabilities according to law.

**Article 14** A company must, when engaging in business activities, abide by the law, observe professional

公司的经营范围由公司章程规定,并依法登记。公司的经营范围中属于法律、行政法规限制的项目,应当依法经过批准。

公司应当在登记的经营范围內从事经营活动。公司依照法定程序修改公司章程并经公司登记机关变更登记,可以变更其经营范围。

**第十二条** 公司可以向其他有限责任公司、股份有限公司投资,并以该出资额为限对所投资公司承担责任。

公司向其他有限责任公司、股份有限公司投资的,除国务院规定的投资公司和控股公司外,所累计投资额不得超过本公司净资产的百分之五十,在投资后,接受被投资公司以利润转增的资本,其增加额不包括在內。

**第十三条** 公司可以设立分公司,分公司不具有企业法人资格,其民事责任由公司承担。

公司可以设立子公司,子公司具有企业法人资格,依法独立承担民事责任。

**第十四条** 公司从事经营活动,必须遵守法律,

ethics, strengthen the construction of socialist culture and ideology and accept supervision of the government and the public.

The legitimate rights and interests of companies shall be protected by the law and shall be inviolable.

**Article 15** Companies must protect the lawful rights and interests of their staff and workers, and strengthen labour protection so as to achieve safety in production.

Companies shall apply various forms to strengthen professional education and on-the-job training of their staff and workers so as to improve their quality.

**Article 16** Company's staff and workers shall, in accordance with the law, organize a trade union to carry out the trade union activities and protect the lawful rights and interests of the staff and workers. The company shall provide its trade union with conditions necessary for carrying out its activities.

Wholly State-owned companies and limited liability companies invested in and established by two or more State-owned enterprises or by two or more other State-owned investment entities shall, through staff and workers congresses or other forms, practise democratic management in accordance with the provisions of the Constitution and relevant laws.

**Article 17** The grass-root organizations of the Communist Party of China in companies shall carry out their activities in accordance with the Constitution of the Communist Party of China.

**Article 18** The present Law shall apply to limited liability companies with foreign investment. Where laws concerning Chinese-foreign equity joint ventures, Chinese-foreign contractual joint ventures and foreign-

遵守职业道德,加强社会主义精神文明建设,接受政府和社会公众的监督。

公司的合法权益受法律保护,不受侵犯。

**第十五条** 公司必须保护职工的合法权益,加强劳动保护,实现安全生产。

公司采用多种形式,加强公司职工的职业教育和岗位培训,提高职工素质。

**第十六条** 公司职工依法组织工会,开展工会活动,维护职工的合法权益。公司应当为本公司工会提供必要的活动条件。

国有独资公司和两个以上的国有企业或者其他两个以上的国有投资主体投资设立的有限责任公司,依照宪法和有关法律的规定,通过职工代表大会和其他形式,实行民主管理。

**第十七条** 公司中国共产党基层党组织的活动,依照中国共产党章程办理。

**第十八条** 外商投资的有限责任公司适用本法,有关中外合资经营企业、中外合作经营企业、外资企业的法律另有

funded enterprises provides otherwise, such provisions shall prevail.

规定的,适用其规定。

## Chapter II Incorporation and Organizational Structure of Limited Liability Companies

## 第二章 有限责任公司的 设立和组织机构

### Section 1 Incorporation

### 第一节 设 立

**Article 19** The following conditions must be fulfilled for the incorporation of a limited liability company:

**第十九条** 设立有限责任公司,应当具备下列条件:

(1) the number of shareholders conforms to the statutory number;

(一) 股东符合法定人数;

(2) the capital contributions of the shareholders reach the statutory minimum amount of capital;

(二) 股东出资达到法定资本最低限额;

(3) the shareholders have jointly formulated the articles of association of the company;

(三) 股东共同制定公司章程;

(4) the company has a name and an organizational structure established in compliance with the requirements for a limited liability company; and

(四) 有公司名称,建立符合有限责任公司要求的组织机构;

(5) there are fixed premises and necessary conditions for production and operation.

(五) 有固定的生产经营场所和必要的生产经营条件。

**Article 20** A limited liability company shall be jointly invested in and incorporated by not less than two and not more than fifty shareholders.

**第二十条** 有限责任公司由二个以上五十个以下股东共同出资设立。

State-authorized investment institutions or departments authorized by the State may independently invest in and establish wholly State-owned limited liability companies.

国家授权投资的机构或者国家授权的部门可以单独投资设立国有独资的有限责任公司。

**Article 21** If State-owned enterprises established prior to the implementation of this Law comply with the

**第二十一条** 本法施行前已设立的国有企

conditions stipulated in this Law for the incorporation of limited liability companies, they may, in the case of enterprises with a single investing entity, be restructured as wholly State-owned limited liability companies in accordance with this Law, or in the case of enterprises with multiple investing entities, be restructured as limited liability companies as specified in the first paragraph of the preceding Article.

The implementation procedures and specific measures for restructuring State-owned enterprises as companies shall be formulated separately by the State Council.

**Article 22** The articles of association of limited liability companies shall specify the following particulars:

- (1) the name and domicile of the company;
- (2) the scope of business of the company;
- (3) the registered capital of the company;
- (4) the names or titles of the shareholders;
- (5) the rights and obligations of the shareholders;
- (6) the method and amount of capital contributions by the shareholders;
- (7) the conditions for transfer of capital contributions by shareholders;
- (8) the organization of the company, its method of creation, functions and powers and the rules of procedure;
- (9) the legal representative of the company;
- (10) the reasons for dissolution of the company and method of liquidation;
- (11) other items which the shareholders deem necessary to be specified. The shareholders shall sign and affix their seals to the company's articles of association.

**Article 23** The registered capital of a limited

业,符合本法规定设立有限责任公司条件的,单一投资主体的,可以依照本法改建为国有独资的有限责任公司;多个投资主体的,可以改建为前条第一款规定的有限责任公司。

国有企业改建为公司的实施步骤和具体办法,由国务院另行规定。

**第二十二条** 有限责任公司的章程应当载明下列事项:

- (一)公司名称和住所;
- (二)公司经营范围;
- (三)公司注册资本;
- (四)股东的姓名或者名称;
- (五)股东的权利和义务;
- (六)股东的出资方式 and 出资额;
- (七)股东转让出资的条件;
- (八)公司的机构及其产生办法、职权、议事规则;
- (九)公司的法定代表人;
- (十)公司的解散事由与清算办法;
- (十一)股东认为需要规定的其他事项。股东应当在公司章程上签名、盖章。

**第二十三条** 有限

liability company shall be the amount of the paid-up capital contributions of all its shareholders as registered with the Company Registration Authority.

The registered capital of a limited liability company shall be no less than the following minima:

(1) RMB 500, 000 yuan for a company engaged mainly in production and operation;

The registered capital of a limited liability company shall be no less than the following minima:

The registered capital of a limited liability company shall be no less than the following minima:

(4) RMB 100, 000 yuan for a company engaged in science and technology development, consultancy or services.

Where the minimum registered capital of a limited liability company in specified trades needs to be higher than those stipulated in the preceding paragraph, it shall be stipulated by the laws and administrative rules and regulations separately.

**Article 24** A shareholder may make its capital contributions to a company in currency or by contributing material objects, industrial property rights, non-patented technology and land-use rights at their appraised value. The material objects, industrial property rights, non-patented technology or land-use rights to be contributed as capital must undergo an asset valuation and verification, and shall not be overvalued or undervalued. The appraisal and valuation of land-use rights shall be handled in accordance with the laws and administrative rules and regulations.

The investment in the form of industrial property rights and non-patented technology at their appraised value shall not exceed twenty percent of the registered

责任公司的注册资本为在公司登记机关登记的全体股东实缴的出资额。

有限责任公司的注册资本不得少于下列最低限额:

(一)以生产经营为主的  
的公司人民币五十万元;

(二)以商品批发为主的  
的公司人民币五十万元;

(三)以商业零售为主的  
的公司人民币三十万元;

(四)科技开发、咨询、服务性公司人民币十万元。

特定行业的有限责任公司注册资本最低限额需高于前款所定限额的,由法律、行政法规另行规定。

**第二十四条** 股东可以用货币出资,也可以用实物、工业产权、非专利技术、土地使用权作价出资。对作为出资的实物、工业产权、非专利技术或者土地使用权,必须进行评估作价,核实财产,不得高估或者低估作价。土地使用权的评估作价,依照法律、行政法规的规定办理。

以工业产权、非专利技术作价出资的金额不得超过有限责任公司注册资本的百分之二十,国

capital of a limited liability company, except where special State regulations in respect of the application of high and new technological achievement provide otherwise.

**Article 25** Each shareholder shall make in full the amount of the capital contribution subscribed for under the articles of association of the company. Where a shareholder makes its capital contribution in currency, it shall deposit the full amount of such capital contribution in currency in the interim bank account opened by the limited liability company to be established. Where a shareholder makes its capital contribution in the form of material objects, industrial property rights, non-patented technology or land-use rights, the transfer procedures for the property rights shall be handled in accordance with the law.

Shareholders failing to make the capital contributions they subscribed for in accordance with the preceding paragraph shall be liable for breach of contract towards the shareholders who have made in full their capital contributions.

**Article 26** After all shareholders have made their capital contributions in full, such contributions must be verified by a statutory capital verification institution which shall issue capital verification certificates.

**Article 27** After the total capital contributions of the shareholders have been verified by a statutory capital verification institution, application shall be made to the Company Registration Authority for registration of the incorporation of the company by a representative designated by all the shareholders or by an agent jointly entrusted by them, who shall submit such documents as an application for registration, the articles of association

家对采用高新技术成果有特别规定的除外。

**第二十五条** 股东应当足额缴纳公司章程中规定的各自所认缴的出资额。股东以货币出资的,应当将货币出资足额存入准备设立的有限责任公司在银行开设的临时帐户;以实物、工业产权、非专利技术或者土地使用权出资的,应当依法办理其财产权的转移手续。

股东不按照前款规定缴纳所认缴的出资,应当向已足额缴纳出资的股东承担违约责任。

**第二十六条** 股东全部缴纳出资后,必须经法定的验资机构验资并出具证明。

**第二十七条** 股东的全部出资经法定的验资机构验资后,由全体股东指定的代表或者共同委托的代理人向公司登记机关申请设立登记,提交公司登记申请书、公司章程、验资证明等文件。

and the capital verification certificate.

Where the examination and approval of the relevant authorities is required by the laws or administrative rules and regulations, the approval documents shall be submitted on application for registration of incorporation.

The Company Registration Authority shall grant registration and issue a business licence to a company that meets the requirements stipulated in this Law; the Company Registration Authority shall not register a company failing to meet the requirements stipulated in this Law.

The date of the issuance of the company business license shall be the date of the incorporation of a limited liability company.

**Article 28** Where, after the incorporation of a limited liability company, it is discovered that the actual value of the material objects, industrial property rights, non-patented technology or land-use rights contributed as capital is notably less than the value stated in the articles of association, the shareholders that made such contributions shall make up the discrepancy. Those who are shareholders at the time of the incorporation of the company shall bear joint and several liability therefor.

**Article 29** Where branches are established simultaneously with the incorporation of a limited liability company, application for registration of the branches established shall be made to, and business licences shall be obtained from, the Company Registration Authority.

Where a limited liability company establishes branches after its incorporation, the company's legal representative shall apply for the registration to, and obtain business licences from, the Company Registration Authority.

法律、行政法规规定需要经有关部门审批的,应当在申请设立登记时提交批准文件。

公司登记机关对符合本法规定条件的,予以登记,发给公司营业执照;对不符合本法规定条件的,不予登记。

公司营业执照签发日期,为有限责任公司成立日期。

**第二十八条** 有限责任公司成立后,发现作为出资的实物、工业产权、非专利技术、土地使用权的实际价额显著低于公司章程所定价额的,应当由交付该出资的股东补交其差额,公司设立时的其他股东对其承担连带责任。

**第二十九条** 设立有限责任公司的同时设立分公司的,应当就所设分公司向公司登记机关申请登记,领取营业执照。

有限责任公司成立后设立分公司,应当由公司法定代表人向公司登记机关申请登记,领取营业执照。



**Article 30** After a limited liability company has been incorporated, it shall issue capital contribution certificates to its shareholders.

A capital contribution certificate shall specify the following items:

- (1) the name of the company;
- (2) the registration date of the company;
- (3) the registered capital of the company;
- (4) the name or title of the shareholder, the amount and date of its capital contribution; and
- (5) the serial number of the capital contribution certificate and the date of its verification and issuance.

A capital contribution certificate shall bear the seal of the company on it.

**Article 31** A limited liability company shall prepare a roster of its shareholders with the following items therein:

- (1) the names or titles and domiciles of the shareholders;
- (2) the amounts of capital contributions of the shareholders; and
- (3) the serial numbers of the capital contribution certificates.

**Article 32** A shareholder shall have the right to look up the minutes of shareholders meetings and the financial and accounting reports of the company.

**Article 33** Shareholders shall draw dividends in proportion to their capital contributions. Where a company increases capital, the existing shareholders shall have priority in subscription for new shares.

**Article 34** Once a company is registered, its shareholders may not withdraw their capital contributions.

**第三十条** 有限责任公司成立后,应当向股东签发出资证明书。

出资证明书应当载明下列事项:

- (一)公司名称;
- (二)公司登记日期;
- (三)公司注册资本;
- (四)股东的姓名或者名称、缴纳的出资额和出资日期;
- (五)出资证明书的编号和核发日期。

出资证明书由公司盖章。

**第三十一条** 有限责任公司应当置备股东名册,记载下列事项:

- (一)股东的姓名或者名称及住所;
- (二)股东的出资额;
- (三)出资证明书编号。

**第三十二条** 股东有权查阅股东会会议记录和公司财务会计报告。

**第三十三条** 股东按照出资比例分取红利。公司新增资本时,股东可以优先认缴出资。

**第三十四条** 股东在公司登记后,不得抽回出资。