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目 录

中华人民共和国公司法..... (2)

(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 1993 年 12 月 29 日中华人
民共和国主席令第 16 号公布 自 1994 年 7 月 1 日
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Company Law of the People's Republic of China (3)

(Adopted at the Fifth Meeting of the Standing Committee
of the Eighth National People's Congress on December 29,
1993 and promulgated by Order No.16 of the President of
the People's Republic of China on December 29, 1993,
and effective as of July 1, 1994)

中华人民共和国合伙企业法 (104)

(1997 年 2 月 23 日第八届全国人民代表大会常务委
员会第二十四次会议通过 1997 年 2 月 23 日中华
人民共和国主席令第 82 号公布 自 1997 年 8 月 1
日起施行)

Law of the People's Republic of China on Partnership

Enterprises (105)

(Adopted at the 24th Meeting of the Standing Committee
of the Eighth National People's Congress on February 23,
1997, and promulgated by Order No. 82 of the President
of the People's Republic of China on February 23, 1997,
and effective as of August 1, 1997)

中华人民共和国个人独资企业法 (132)

(1999 年 8 月 30 日第九届全国人民代表大会常务委
员会第十一次会议通过 1999 年 8 月 30 日中华人
民共和国主席令第 20 号公布 自 2000 年 1 月 1 日
起施行)

Law of the People's Republic of China on Individual Proprietorship Enterprises (133)

(Adopted at the 11th Meeting of the Standing Committee of the Ninth National People's Congress on August 30, 1999, promulgated by Order No. 20 of the President of the People's Republic of China on August 30, 1999, and effective as of January 1, 2000)

中华人民共和国公司登记管理条例 (150)

(1994 年 6 月 24 日中华人民共和国国务院令 156 号发布 1994 年 7 月 1 日起施行)

Regulations of the People's Republic of China Governing the Registration of Companies (151)

(Promulgated by Decree No. 156 of the State Council of the People's Republic of China on June 24, 1994, and effective as of July 1, 1994)

中华人民共和国证券法 (184)

(1998 年 12 月 29 日第九届全国人民代表大会常务委员会第六次会议通过 1998 年 12 月 29 日中华人民共和国主席令第 12 号公布 自 1999 年 7 月 1 日起施行)

Securities Law of the People's Republic of China (185)

(Adopted at the Sixth Meeting of the Standing Committee of the Ninth National People's Congress on December 29, 1998, and promulgated by Order No. 12 of the President of the People's Republic of China on December 29, 1998)

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委员会第五次会议通过 1993年12月29日中华人民共和国
主席令第16号公布 自1994年7月1日起施行)

目 录

第一章 总 则

第二章 有限责任公司的设立和组织机构

第一节 设 立

第二节 组织机构

第三节 国有独资公司

第三章 股份有限公司的设立和组织机构

第一节 设 立

第二节 股东大会

第三节 董事会、经理

第四节 监事会

第四章 股份有限公司的股份发行和转让

第一节 股份发行

第二节 股份转让

第三节 上市公司

第五章 公司债券

第六章 公司财务、会计

第七章 公司合并、分立

第八章 公司破产、解散和清算

第九章 外国公司的分支机构

第十章 法律责任

第十一章 附 则

Company Law of the People's Republic of China

(Adopted at the Fifth Meeting of the Standing Committee of the Eighth National People's Congress on December 29, 1993 and promulgated by Order No. 16 of the President of the People's Republic of China on December 29, 1993, and effective as of July 1, 1994)

Contents

- Chapter I General Provisions
- Chapter II Incorporation and Organizational Structure of Limited Liability Companies
 - Section 1 Incorporation
 - Section 2 Organizational Structure
 - Section 3 Wholly State-owned Companies
- Chapter III Incorporation and Organizational Structure of Joint Stock Limited Companies
 - Section 1 Incorporation
 - Section 2 Shareholders' General Meetings
 - Section 3 Board of Directors, and Manager
 - Section 4 Supervisory Board
- Chapter IV Issue and Transfer of Shares of Joint Stock Limited Companies
 - Section 1 Issue of Shares
 - Section 2 Transfer of Shares
 - Section 3 Listed Companies
- Chapter V Company Bonds
- Chapter VI Financial Affairs and Accounting of Companies
- Chapter VII Merger and Division of Companies
- Chapter VIII Bankruptcy, Dissolution and Liquidation of Companies
- Chapter IX Branches of Foreign Companies
- Chapter X Legal Liability
- Chapter XI Supplementary Provisions

第一章 总 则

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。

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。

第三条 有限责任公司和股份有限公司是企业法人。

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。

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

Chapter I General Provisions

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.

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.

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

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.

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 benefitting 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,

部管理体制。

第七条 国有企业改建为公司，必须依照法律、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。

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内从事经营活动。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，

scientific management and combination of encouragement and restraint.

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

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

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，其增加额不包括在内。

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，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 公司中中国共产党基层组织的活动，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

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 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,

营企业、中外合作经营企业、外资企业的法律另有规定的，适用其规定。

第二章 有限责任公司的设立和组织机构

第一节 设 立

第十九条 设立有限责任公司，应当具备下列条件：

- (一) 股东符合法定人数；
- (二) 股东出资达到法定资本最低限额；
- (三) 股东共同制定公司章程；
- (四) 有公司名称，建立符合有限责任公司要求的组织机构；
- (五) 有固定的生产经营场所和必要的生产经营条件。

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。

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。

第二十一条 本法施行前已设立的国有企业，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，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；

Chinese-foreign contractual joint ventures and foreign-funded enterprises provides otherwise, such provisions shall prevail.

Chapter II Incorporation and Organizational Structure of Limited Liability Companies

Section 1 Incorporation

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

- (1) the number of shareholders conforms to the statutory number;
- (2) the capital contributions of the shareholders reach the statutory minimum amount of capital;
- (3) the shareholders have jointly formulated the articles of association of the company;
- (4) the company has a name and an organizational structure established in compliance with the requirements for a limited liability company; and
- (5) there are fixed premises and necessary conditions for production and operation.

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

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

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

- (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) 以生产经营为主的公司人民币五十万元；
- (二) 以商品批发为主的公司人民币五十万元；
- (三) 以商业零售为主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

- (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;
- and
- (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 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;
- (2) RMB 500,000 yuan for a company engaged mainly in commodity wholesale;
- (3) RMB 300,000 yuan for a company engaged mainly in commercial retailing; and
- (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