



中华人民共和国 公司法

Company Law of
the People's Republic of China

(中英对照)

(Chinese-English)

法律出版社
Law Press China

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图书在版编目(CIP)数据

中华人民共和国公司法. —北京:法律出版社,
2002.8

(中英对照法律文本系列. 12 元系列)

ISBN 7-5036-2934-7

I. 中… II. Ⅲ. 公司法—中国—汉、英
IV. D922.291.91

中国版本图书馆 CIP 数据核字(2002)第 062361 号

出版/法律出版社
总发行/中国法律图书公司
印刷/中国科学院印刷厂

编辑/法规出版中心
经销/新华书店
责任印制/陶松

开本/850×1168 1/32
版本/2002 年 10 月第 1 版

印张/5 字数/110 千
2002 年 10 月第 1 次印刷

法律出版社地址/北京市西三环北路甲 105 号科原大厦 A 座 4 层(100037)

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商务网址/www.chinalaw-book.com 传真/(010)88414897
电话/(010)88414899 88414900 (021)62071679(上海公司)

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书号:ISBN 7-5036-2934-7/D·2644

定价:12.00 元

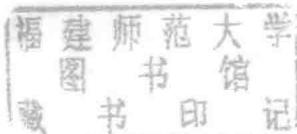
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T1443147

1443147

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中华人民共和国主席令

第二十九号

《全国人民代表大会常务委员会关于修改〈中华人民共和国公司法〉的决定》已由中华人民共和国第九届全国人民代表大会常务委员会第十三次会议于1999年12月25日通过,现予公布,修改后的《中华人民共和国公司法》和本决定自公布之日起施行。

中华人民共和国主席 江泽民

1999年12月25日

Order of the President of the People's Republic of China

No. 29

The Decision of the Standing Committee of the National People's Congress on Revising the Company Law of the People's Republic of China, adopted at the 13th Meeting of the Standing Committee of the Ninth National People's Congress of the People's Republic of China on December 25, 1999, is hereby promulgated, and the revised Company Law of the People's Republic of China and this Decision shall go into effect as of the date of promulgation.

Jiang Zemin

President of the People's Republic of China

December 25, 1999

全国人民代表大会常务委员会 关于修改《中华人民共和国 公司法》的决定

(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通过)

第九届全国人民代表大会常务委员会第十三次会议审议了国务院关于《中华人民共和国公司法修正案(草案)》的议案,决定对《中华人民共和国公司法》作如下修改:

一、第六十七条修改为:“国有独资公司监事会主要由国务院或者国务院授权的机构、部门委派的人员组成,并有公司职工代表参加。监事会的成员不得少于三人。监事会行使本法第五十四条第一款第(一)、(二)项规定的职权和国务院规定的其他职权。”“监事列席董事会会议。”“董事、经理及财务负责人不得兼任监事。”

二、第二百二十九条增加一款作为第二款:“属于高新技术的股份有限公司,发起人以工业产权和非专利技术作

Decision of the Standing Committee of the National People's Congress on Revising the Company Law of the People's Republic of China

(Adopted at the 13th Meeting of the Standing
Committee of the Ninth National People's Congress on
December 25, 1999)

At its 13th Meeting, the Standing Committee of the Ninth National People's Congress, upon deliberation of the Draft Amendment to the Company Law of the People's Republic of China proposed by the State Council, decides to make the following revisions of the Company Law of the People's Republic of China:

1. Article 67 is revised as follows: "The supervisory board of a wholly State-owned Company shall be mainly composed of members appointed by the State Council or by the institutions or departments authorized by the State Council, and shall include representatives of the staff and workers of the company. The component members of the supervisory board shall be no less than three persons. The supervisory board shall exercise the functions and powers specified in subparagraphs (1) and (2) of the first paragraph of Article 54 of this Law and other functions and powers specified by the State Council. "

"The supervisors shall attend meetings of the board of directors as non-

价出资的金额占公司注册资本的比例,公司发行新股、申请股票上市的条件,由国务院另行规定。”

《中华人民共和国公司法》根据本决定作相应的修改,重新公布。

支持有条件的高新技术股份有限公司进入证券市场直接融资,有利于高新技术产业发展。对高新技术的股份有限公司运用资本市场筹集发展资金,要坚持国家产业政策,符合高新技术要求。根据高新技术股份有限公司的特点,其上市交易的股票在现有的证券交易所内单独组织交易系统,进行交易。鉴于此项工作还缺乏经验,加之风险较大,应当有计划、有步骤、积极稳妥地进行。

本决定自公布之日起施行。

voting participants. "“Directors, the manager and persons in charge of financial affairs of the company may not concurrently serve as supervisors.”

2. One paragraph is added as the second paragraph of Article 229: “With regard to a new and high-tech joint stock limited company, the proportion of the investment, made by a promoter in the form of industrial property rights and non-patent technology at their appraised value, in the registered capital of the company, the requirements the company must meet in order to issue new shares or apply to have the shares listed shall be separately formulated by the State Council.”

The Company Law of the People's Republic of China shall be revised correspondingly according to this Decision and promulgated anew.

It is favourable for the development of new and high-tech industries to support new and high-tech joint stock limited companies, where conditions permit, in their efforts to enter the share market for direct financing. Any new and high-tech joint stock limited company that wishes to make use of the capital market to raise development funds shall adhere to the industrial policies of the State and meet the requirements for high and new technology. In view of the characteristics of the new and high-tech joint stock limited companies, a separate network shall be established in the existing stock exchanges for the trading of listed shares of such companies. Due to lack of experience in this field of work, not to mention the considerable risks involved, the work should be done enthusiastically, steadily, systematically and in a well-planned way.

This Decision shall go into force as of the date of its promulgation.

中华人民共和国公司法

(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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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 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)

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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,

	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

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

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,

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, 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

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