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| 外商投资准入特别管理措施 (负面清单) (2021 年版) | Special Administrative Measures for Access of Foreign Investments (Negative List) (2021 Edition) |
| 生效日期: 2022 年 01 月 01 日 | Effective date: 01-01-2022 |
| 说明 | Notes |
| <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。境内外投资者统一适用《市场准入负面清单》的有关规定。</p> <p>二、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>三、外商投资企业在中国境内投资,应符合《外商投资准入负面清单》的有关规定。</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、从事《外商投资准入负面清单》禁止投资领域业务的境内企业到境外发行股份并上市交易的,应当经国家有关主管部门审核同意,境外投资者不得参与企业经营管理,其持股比例参照境外投资者境内证券投资管理有关规定执行。</p> <p>七、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>八、《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</p> | <p>I. The Special Administrative Measures (Negative List) for Access of Foreign Investments (the "Negative List for Foreign Investment Access") 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. Fields not specified in the Negative List for Foreign Investment Access shall be subject to administration under the principle of equal treatment for domestic investments and foreign investments. The relevant provisions of the Negative List for Market Access shall uniformly apply to domestic and foreign investors.</p> <p>II. Foreign investors are not permitted to engage in investment activities in the capacity of an individually owned business, an investor in a sole proprietorship enterprise, or a member of a specialized farmers' cooperative.</p> <p>III. Foreign-invested enterprises investing in China should comply with the relevant requirements of the Negative List for Foreign Investment Access.</p> <p>IV. The relevant authorities, in the course of performing their duties pursuant to the law, shall not process matters such as applications for a permit, enterprise registration or other related matters for a proposed investment by a foreign investor which falls within any field set out in the Negative List for Foreign Investment Access but which does not comply with the requirements thereof; and where approval for a fixed asset investment project is involved, shall not process the related approval matters. No foreign-invested partnership business may be established in</p> |

措施，按照现行规定执行。

九、《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。

十、《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。

十一、2020年6月23日国家发展改革委、商务部发布的2020年版《外商投资准入负面清单》自2022年1月1日起废止。

any investment field subject to limits on the proportion of foreign investment.

V. Subject to review by the competent authorities of the State Council and approval by the State Council, a specific foreign investment may be exempted from the provisions of the Negative List for Foreign Investment Access regarding a relevant field.

VI. A domestic enterprise engaged in activities in any field prohibited from foreign investment under the Negative List for Foreign Investment Access shall be subject to review and approval by the relevant authorities of the State for listing and trading overseas, and any overseas investor in the enterprise shall not participate in the operation and management of the enterprise, and the equity ratio of overseas investors in the enterprise shall be governed mutatis mutandis by the relevant regulations on the management of domestic securities investments made by overseas investors.

VII. In the case of the merger or acquisition of an affiliated domestic company by a domestic company, enterprise, or natural person through an overseas company legally established or controlled thereby, the foreign investment, overseas investment, foreign exchange administration and other relevant regulations shall apply.

VIII. In terms of the administrative approval, eligibility requirements, national security or other relevant measures for any cultural, financial or other fields not listed in the Negative List for Foreign Investment Access, the existing regulations shall apply.

IX. Where the Mainland and Hong Kong Closer Economic Partnership Arrangement and its subsequent agreements, the Mainland and Macau Closer Economic Partnership Arrangement and its subsequent agreements, the Cross-Straits Economic Cooperation Framework Agreement and its subsequent agreements, or any international treaty or agreement to which China is a contracting party or has acceded contain more preferential provisions on access treatment for overseas investors, such provisions may apply. If more preferential opening-up

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| | <p>measures are offered to eligible investors in special economic zones such as pilot free trade zones, the relevant provisions shall apply.</p> <p>X. The Negative List for Foreign Investment Access shall be interpreted by the National Development and Reform Commission and the Ministry of Commerce in concert with the relevant authorities.</p> <p>XI. The Negative List for Access of Foreign Investments (2020 Edition) issued by the National Development and Reform Commission and the Ministry of Commerce on June 23, 2020 shall be abolished as of January 1, 2022.</p> |
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| 外商投资准入特别管理措施 (负面清单) (2021 年版) | | Special Administrative Measures for Access of Foreign Investments (Negative List) (2021 Edition) | |
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| 序号 | 特别管理措施 | No. | Special Administrative Measures |
| 一、农、林、牧、渔业 | | I. 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 breeding of new wheat varieties and seed production; breeding of new corn varieties and seed production 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 and development, cultivation and planting of China's rare and unique precious fine varieties, as well as the production of relevant propagative materials (including good genes for planting, animal husbandry and aquaculture) shall be prohibited. |
| 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 breeding of genetically modified varieties of crop seeds, livestock and poultry breeds, and aquatic breeds, as well as the manufacturing of genetically modified seeds (seedlings) thereof shall be 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 the fishing of aquatic products in marine areas under Chinese jurisdiction and within Chinese territorial waters shall be prohibited. |
| 二、采矿业 | | II. Mining | |
| 5 | 禁止投资稀土、放射性矿产、钨勘查、开采及 | 5 | Investment in the exploration, mining, and beneficiation of rare earth, radioactive minerals, and tungsten shall |

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| | 选矿。 | | be prohibited. |
| 三、制造业 | | III. Manufacturing | |
| 6 | 出版物印刷须由中方控股。 | 6 | For the printing of publications, the controlling stake must be held 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 steaming, stir-frying, moxibustion, calcination and other processing techniques for Chinese herbal medicines, as well as the production of confidential prescription products of proprietary Chinese medicines shall be prohibited. |
| 四、电力、热力、燃气及水生产和供应业 | | IV. Production and Supply of Electricity, Heat, Gas, and Water | |
| 8 | 核电站的建设、经营须由中方控股。 | 8 | For the construction or operation of nuclear power plants, the controlling stake must be held by the Chinese Party. |
| 五、批发和零售业 | | V. Wholesale and Retail | |
| 9 | 禁止投资烟叶、卷烟、复烤烟叶及其他烟草制品的批发、零售。 | 9 | Investment in the wholesale or retail of leaf tobacco, cigarettes, re-dried leaf tobacco and other tobacco products shall be prohibited. |
| 六、交通运输、仓储和邮政业 | | VI. Transportation, Warehousing, and Postal Services | |
| 10 | 国内水上运输公司须由中方控股。 | 10 | Domestic water transport companies must be controlled by the Chinese party. |
| 11 | 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 | 11 | A public air transport company must be controlled by the Chinese party, and the investment ratio of a single foreign investor together with its affiliates shall not exceed 25%, and the company's |

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| | 空公司限于中方控股。 | | legal representative must be a Chinese citizen. The legal representative of a general aviation company must be a Chinese citizen, and general aviation companies serving the agricultural, forestry or fishery sector shall be limited to the form of equity joint ventures, while the others shall be controlled by the Chinese party. |
| 12 | 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。 | 12 | For the construction and operation of civil airports, the comparative controlling stake must be held by the Chinese Party. Foreign parties are not permitted to participate in the construction or operation of airport towers. |
| 13 | 禁止投资邮政公司、信件的国内快递业务。 | 13 | Investment in postal service companies or domestic express mail business shall be prohibited. |
| 七、信息传输、软件和信息技术服务业 | | VII. Information Transmission, Software and Information Technology Services | |
| 14 | 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。 | 14 | Telecommunications companies: investment shall be limited to telecommunications services opened up pursuant to China's WTO commitments; the proportion of foreign investment in value-added telecommunications services (except for e-commerce, domestic multi-party communications, store-and-forward, and call center services) shall not exceed 50%; and the controlling stake must be held by the Chinese party for basic telecommunications services. |
| 15 | 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）。 | 15 | Investment in internet-based news services, online publishing services, online audio-visual program services, internet-based cultural operations (except for music), and public-oriented internet-based information dissemination services (except for contents in the abovementioned services that are opened up under China's WTO commitments) shall be prohibited. |

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| 八、租赁和商务服务业 | | VIII. Leasing and Business Services | |
| 16 | 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。 | 16 | Investment in Chinese legal matters (except for the provision of information related to the impact on China's legal environment) shall be prohibited, and a foreign investor shall not be appointed as a partner of a domestic law firm. |
| 17 | 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。 | 17 | Investment in market surveys shall be limited to the form of equity joint ventures, and where radio or television rating surveys are concerned, the controlling stake must be held by the Chinese party. |
| 18 | 禁止投资社会调查。 | 18 | Investment in social surveys shall be prohibited. |
| 九、科学研究和技术服务业 | | IX. Scientific Research and Technical Services | |
| 19 | 禁止投资人体干细胞、基因诊断与治疗技术开发和应用。 | 19 | Investment in the development and application of technologies of human stem cells and gene diagnosis and therapy shall be prohibited. |
| 20 | 禁止投资人文社会科学研究机构。 | 20 | Investment in humanities and social science research institutions shall be prohibited. |
| 21 | 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）。 | 21 | Investment in geodetic surveying, marine surveying and mapping, surveying and mapping via aerial photography, ground motion surveying, surveying and mapping of administrative boundaries; preparation of topographical maps, world administrative area maps, national administrative area maps, maps of administrative areas at or below the provincial level, maps for teaching purposes in national schools, maps for teaching purposes in local schools, true three-dimensional maps, and electronic navigation maps; and regional geological mapping, mineral geological, geophysical, geochemical, |

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| | | | hydrogeological, environmental geological, geological disaster, remote sensing geological and other surveys shall be prohibited (mining right owners working within the scope of their mining rights are not subject to these special administrative measures). |
| 十、教育 | | X. Education | |
| 22 | 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）。 | 22 | Investment in pre-school institutions, ordinary high schools, and institutions of higher learning shall be limited to the form of Sino-foreign cooperative schools, which must be led by the Chinese party (the principal or chief executive shall be a Chinese national, and at least half of the members of the council, board of directors or joint administrative committee shall be from the Chinese party). |
| 23 | 禁止投资义务教育机构、宗教教育机构。 | 23 | Investment in compulsory education institutions or religious education institutions shall be prohibited. |
| 十一、卫生和社会工作 | | XI. Health and Social Work | |
| 24 | 医疗机构限于合资。 | 24 | Investment in medical institutions shall be limited to the form of equity joint ventures. |
| 十二、文化、体育和娱乐业 | | XII. Culture, Sports, and Entertainment | |
| 25 | 禁止投资新闻机构（包括但不限于通讯社）。 | 25 | Investment in news organizations (including but not limited to news agencies) shall be prohibited. |
| 26 | 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。 | 26 | Investment in the editing, publishing or production of books, newspapers, periodicals, audio-visual products, and electronic publications shall be prohibited. |

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| 27 | 禁止投资各级广播电台(站)、电视台(站)、广播电视频道(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。 | 27 | Investment in various levels of radio stations, television stations, radio and television channels (frequencies), radio and television transmission networks (including transmitter stations, relay stations, radio and television satellites, satellite uplink stations, satellite signal receiving and relay stations, microwave stations, surveillance stations, cable broadcasting and television transmission networks, etc.) shall be prohibited; and engaging in the video on demand business in radio and television broadcasting and in the provision of services of installation of the ground receiving facilities for satellite television broadcasting shall be prohibited. |
| 28 | 禁止投资广播电视节目制作经营(含引进业务)公司。 | 28 | Investment in companies producing and operating radio and television programs (including import business) shall be prohibited. |
| 29 | 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。 | 29 | Investment in film production companies, distribution companies, cinema companies, and film import businesses shall be prohibited. |
| 30 | 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。 | 30 | Investment in companies for auctions of cultural relics, cultural relics stores, and state-owned museums for cultural relics shall be prohibited. |
| 31 | 禁止投资文艺表演团体。 | 31 | Investment in performing arts groups is prohibited. |