

## MMLC Note on Setting Up Manufacturing WFOEs in China

### 生产型外商独资企业设立程序

#### Step 1: Application for the Environmental Impact Pre-approval

- Approval authority: Environmental Protection Bureau
- Documents required:
  - 1) Application Form
  - 2) Registration Form of construction project environmental protection approval
  - 3) Environmental Impact Report
  - 4) Project Proposal
  - 5) Topographic map of the project location
- Processing time: 30-Day

#### 步骤 1: 建设项目环境保护审批

- 审批机关: 环境保护局
- 所需材料:
  - 1) 申请表
  - 2) 建设项目环境保护审批登记表
  - 3) 环境影响报告书
  - 4) 项目建议书
  - 5) 拟建项目实施地点地形图
- 办理时限: 30 个工作日

#### Step 2: Application for the Planning Pre-approval

- Approval authority: Urban Planning Bureau
- Documents required:
  - 1) Authorization Letter
  - 2) Application Form of construction project planning approval
  - 3) Land Use Application
  - 4) Design plan
  - 5) Topographic map
- Processing time: 30-Day

#### 步骤 2: 规划意见书审批

- 审批机关: 规划局
- 所需材料:
  - 1) 申报委托书
  - 2) 建设项目规划许可及其他是事项申报表
  - 3) 用地申请
  - 4) 建设项目拟规划设计方案图
  - 5) 地形图
- 办理时限: 30 个工作日

#### Step 3: Application for the Project Land Use Pre-approval

- Approval authority: Land and Resources Bureau

- Documents required:
  - 1) Application Form for Project Land Use Pre-approval
  - 2) Application Report for Project Land Use Pre-approval
  - 3) Project Proposal
  - 4) Planning Pre-approval
- Processing time: 20-Day

**步骤 3: 建设项目用地预审**

- 审批机关: 国土资源局
- 所需材料:
  - 1) 建设项目用地预审申请表
  - 2) 建设项目用地预审申请报告
  - 3) 项目建议书
  - 4) 规划意见书
- 办理时限: 20 个工作日

**Step 4: Application for the Project Approval**

- Approval authority: Development and Reform Commission
- Documents required:
  - 1) Project Application Report
  - 2) Notarization of the Incorporation Certificate of the investor
  - 3) Audit report of last fiscal year of the investor
  - 4) Creditability Letter from the bank of the investor in certifying the account having descent transaction records
  - 5) Letter of Investment Intent
  - 6) Environment Impact Pre-approval
  - 7) Planning Pre-approval
  - 8) Project Land Use Pre-approval
- Processing time: 30-Day

**步骤 4: 外商投资项目核准**

- 审批机关: 发展与改革委员会
- 所需材料:
  - 1) 项目申请报告
  - 2) 投资方公司注册证明
  - 3) 经审计的最新企业财务报表
  - 4) 投资方开户银行出具的资信证明
  - 5) 投资意向书
  - 6) 环境影响评价意见书
  - 7) 规划意见书
  - 8) 项目用地预审意见书
- 办理时限: 30 个工作日

**Step 5: Application for the Name Pre-approval**

- Approval authority: Administration of Industry and Commerce
- Documents required:

- 1) Name pre-approval application form for setting up a WFOE
- 2) Authorization Letter from the investor for the name pre-approval

- Processing time: 5-Day

**步骤 5:** 企业名称预先核准申请

- 审批机关: 工商局
- 所需材料:
  - 1) 名称预先核准申请表
  - 2) 投资人授权委托书
- 办理时限: 5 个工作日

**Step 6:** Application for the Approval Certificate for the establishment of a foreign invested enterprise

- Application authority: Commerce Bureau
- Documents required:
  - 1) Application Form for setting up a WFOE
  - 2) Project Approval
  - 3) Feasibility Study
  - 4) Articles of Association
  - 5) Creditability Letter from the bank of the investor in certifying the account having descent transaction records
  - 6) Audit report of last fiscal year of the investor
  - 7) Appointment Letter of the legal representative
  - 8) Appointment Letter of directors and List of directors
  - 9) Notarization of the Incorporation Certificate of the investor
  - 10) Certificate of the legal representative of the foreign investor
  - 11) Name pre-approval notification
  - 12) Catalogue of import and export commodities
  - 13) Leasing Contract
  - 14) Title Certificate of the real estate provided by the landlord
- Processing time: 20-Day

**步骤 6:** 外商投资企业批准证书申请

- 审批机关: 商务局
- 所需材料:
  - 1) 设立外资企业申请书
  - 2) 项目核准通知
  - 3) 可行性研究报告
  - 4) 公司章程
  - 5) 投资方开户银行出具的资信证明
  - 6) 投资方最近一年的审计报告
  - 7) 法定代表人委派书
  - 8) 董事委派书及董事会成员名单
  - 9) 投资方公司注册证明
  - 10) 投资方法定代表人证明
  - 11) 企业名称预先核准通知书

- 12) 进出口商品目录
  - 13) 租房合同
  - 14) 出租方产权证明
- 办理时限：20 个工作日

**Step 7: Application for the Business License**

- Approval authority: Administration of Industry and Commerce
- Documents required:
  - 1) Application Form for the registration of a WFOE
  - 2) Articles of Association
  - 3) Approval Certificate for the establishment of a foreign invested enterprise
  - 4) Name pre-approval notification
  - 5) Notarization of the Certificate of Incorporation of the investor
  - 6) Copy of Title Certificate of the real estate provided by the landlord
  - 7) Copy of Business License of the landlord
- Processing time: 15-Day

**步骤 7: 营业执照申请**

- 审批机关：工商局
- 所需材料：
  - 1) 外商投资企业设立登记申请书
  - 2) 公司章程
  - 3) 外商投资企业批准证书
  - 4) 企业名称预先核准通知书
  - 5) 投资方公司注册证明
  - 6) 出租方产权证明复印件
  - 7) 出租方营业执照复印件
- 办理时限：15 个工作日

**Step 8: Application for Official Seal**

- Approval authority: Public Security Bureau
- Documents required:
  - 1) Seal Customization Form
  - 2) Approval Certificate for the establishment of a foreign invested enterprise
  - 3) Business License
  - 4) Application Letter in making stamps
  - 5) Reference Letter signed by the Chief Representative to verify the employment of the handling person by the office
  - 6) Identification card of the handling person
- Processing time: 2-Day

**步骤 8: 申请刻制公章**

- 审批机关：公安局
- 所需材料：
  - 1) 印章定制单
  - 2) 外商投资企业批准证书

- 3) 营业执照
  - 4) 刻制印章申请函
  - 5) 法定代表人签字的介绍信（证明经办人为该企业工作人员）
  - 6) 经办人有效身份证件
- 办理时限：2 个工作日

**Step 9: Application for Organization Code Certificate**

- Approval authority: Organization Code Management Center
- Documents required:
  - 1) Approval Certificate for the establishment of a foreign invested enterprise
  - 2) Business License
  - 3) Passport of the Legal Representative
  - 4) Official Seal
  - 5) Identification card of the handling person
  - 6) Organization Code Notification
- Processing time: 10-Day

**步骤 9: 组织机构代码证书申请**

- 审批机关：代码管理中心
- 所需材料：
  - 1) 外商投资企业批准证书
  - 2) 营业执照
  - 3) 法定代表人护照复印件
  - 4) 公章
  - 5) 经办人有效身份证明
  - 6) 组织机构代码赋码通知单
- 办理时限：10 个工作日

**Step 10: Statistical Registration**

- Approval authority: Statistics Bureau
- Documents required:
  - 1) Statistical Registration Form
  - 2) Business License
  - 3) Organization Code Certificate
- Processing time: 1-Day

**步骤 10: 统计登记**

- 审批机关：统计局
- 所需材料：
  - 1) 统计登记单位基本情况表
  - 2) 营业执照
  - 3) 组织机构代码证书
- 办理时限：1 个工作日

**Step 11: Tax Registration**

- Approval authority: Tax Bureau

- Documents required:
  - 1) Tax Registration Form
  - 2) Approval Certificate for the establishment of a foreign invested enterprise
  - 3) Business License
  - 4) Articles of Association
  - 5) Passport of the Legal Representative
  - 6) Official Seal
  - 7) Organization Code Certificate
  - 8) Leasing Contract
  - 9) Rent invoice
- Processing time: 30-Day

**步骤 11: 税务登记**

- 审批机关: 税务局
- 所需材料:
  - 1) 税务登记表
  - 2) 外商投资企业批准证书
  - 3) 营业执照
  - 4) 公司章程
  - 5) 法定代表人护照复印件
  - 6) 公章
  - 7) 组织机构代码证书
  - 8) 租房合同
  - 9) 租金发票
- 办理时限: 30 个工作日

**Step 12: Foreign Exchange Registration & Opening Bank Account**

- Approval authority: Administration of Foreign Exchange
- Documents required:
  - 1) Application Letter
  - 2) Registration Form of the basic information of the foreign invested enterprise
  - 3) Approval Certificate for the establishment of a foreign invested enterprise
  - 4) Business License
  - 5) Articles of Association
  - 6) Organization Code Certificate
- Processing time: 20-Day

**步骤 12: 外币登记和开立银行账户**

- 审批机关: 外汇管理局
- 所需材料:
  - 1) 书面申请
  - 2) 外商投资企业基本情况登记表
  - 3) 外商投资企业批准证书
  - 4) 营业执照
  - 5) 公司章程
  - 6) 组织机构代码证书

- 办理时限：20 个工作日

**Step 13: Financial Registration**

- Approval authority: Finance Bureau
- Documents required:
  - 1) Approval Certificate for the establishment of a foreign invested enterprise
  - 2) Business License
  - 3) Articles of Association
  - 4) Organization Code Certificate
  - 5) Tax Registration Certificate
  - 6) Foreign Exchange Registration Certificate
  - 7) License for opening bank account
  - 8) Financial Registration Form
- Processing time: 8-Day

**步骤 13: 财政登记**

- 审批机关：财政局
- 所需材料：
  - 1) 外商投资企业批准证书
  - 2) 营业执照
  - 3) 公司章程
  - 4) 组织机构代码证书
  - 5) 税务登记证
  - 6) 外汇登记证
  - 7) 银行开户许可证
  - 8) 财政登记卡
- 办理时限：8 个工作日

**Step 14: Customs Registration**

- Approval authority: Customs
- Documents required:
  - 1) Business License
  - 2) Articles of Association
  - 3) Organization Code Certificate
  - 4) Tax Registration Certificate
  - 5) License for opening bank account
  - 6) Registration Form of the customs declaration unit
  - 7) Registration Form of the manager of customs declaration unit
- Processing time: 30-Day

**步骤 14: 海关登记**

- 审批机关：海关
- 所需材料：
  - 1) 营业执照
  - 2) 公司章程
  - 3) 组织机构代码证书

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- 4) 税务登记证
  - 5) 银行开户许可证
  - 6) 报关单位情况登记表
  - 7) 报关单位管理人员情况登记表
- 办理时限：30 个工作日