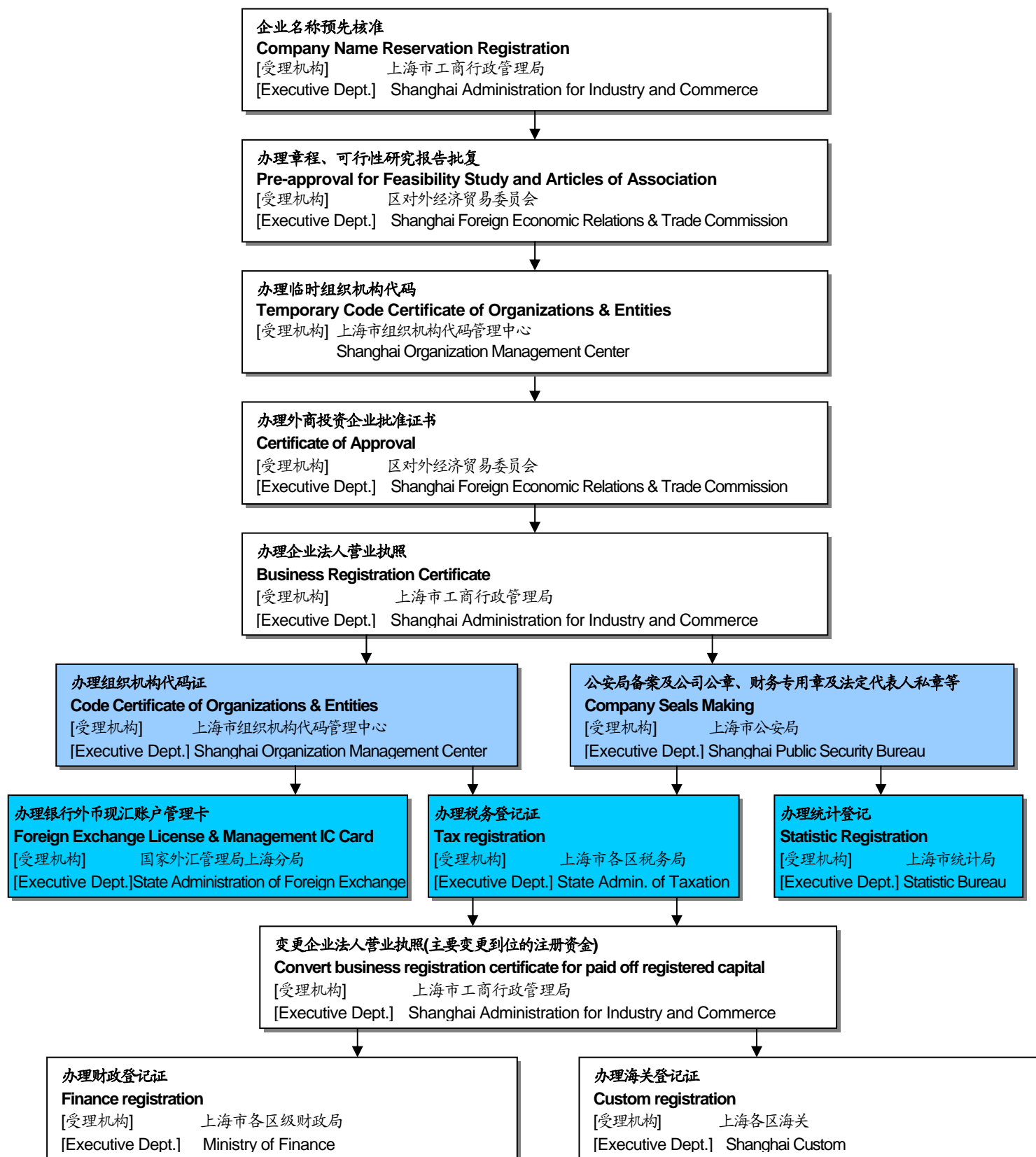


Consulting – Establish (1/7)

外商设立独资公司流程

The Procedure for Setting up a Wholly Foreign Owned Enterprise



同时申请 Apply in parallel

Consulting – Establish (2/7)

外商设立独资公司流程

The Documents Checklist for Setting up a Wholly Foreign Owned Enterprise

以下文件需由境外投资方准备			
The following formal application documents need to be furnished by the foreign investor			
No	材料名称 Documents	要求 Requirements	份数 Sets
1	境外投资方的营业执照或注册证书 Business Registration Certificate or Certificate of Incorporation of the Foreign Investor	由注册地出证机关公证，再由当地的中国使领馆认证。 To be notarized by the local government department and attested by the local Chinese Embassy.	原件二份 2 original sets
2	境外投资方的法定代表人或董事会主席的身份证明文件 Proof of the Identity (passport copy) of the Legal Representative or Chairman of the board of the investor	在身份证明文件的复印件上签署 The identity copy needs to be signed.	二份 2 copies
3	拟设立外商投资企业董事、监事的委派书及董事、监事的身份证明文件 Appointment Letter and Proof of the Identity (passport copy) of the Directors and Supervisors of the Enterprise to be Established	境外投资方的董事长，总经理或其他有权签字人签署 To be signed by the chairman of the board or general manager of the foreign investor	三份 3 original sets
4	境外投资方的银行资本信用证明书 Letter of Creditworthiness of Foreign Investor	由境外投资方企业有业务往来的银行出具的资本信用证明书 To be issued by the bank with which the foreign investor has opened an account	原件二份 2 original sets
5	委托书 Power of Attorney	境外投资方的董事长，总经理或其他有权签字人签署，授权中智上海公司向各政府部门申请公司设立 To be signed by the chairman of the board or general manager of the foreign investor, authorize CIIC as an agent company	原件二份 2 original sets

以下的文件需由拟设立外商投资企业准备			
The following formal application documents need to be furnished by the enterprise to be established			
No	材料名称 Documents	要求 Requirements	份数 Sets
1	《名称登记申请书》 Application Form for Name Registration	境外投资方的董事长，总经理或其他有权签字人签署 To be signed by the chairman of the board or general manager of the foreign investor	原件一份 1 original set
2	《外商投资企业设立登记申请书》 Foreign Investing Enterprise Registration Form	境外投资方及拟设立公司的法定代表人签字 To be signed by the investor and the legal representative of the enterprise to be established	原件一份 1 original set
3	拟设立独资公司章程及可行性研究报告 The Feasibility Study and Article of Association of the Enterprise to be Established	境外投资方的董事长，总经理或其他有权签字人签署 To be signed by the chairman of the board or general manager of the foreign investor	原件三份 3 Original Sets
4	拟设立外商投资企业法定代表人简历及二寸彩色照片两张 The Brief resume, two passport size photographs of the legal representative of the enterprise to be established		
5	拟设立外商投资企业的办公用房租赁合同 Office Leasing Contract of the enterprise to be established	办公用房租期必须一年以上。 The lease term shall be more than one year.	原件三份 3 original sets
6	所租赁房屋产权证 Property Right Certificate	出租方房地产权证的复印件三份，权利人盖章（如房屋是属于转租，需提供转租合同及房地产权人的同意转租函） There copies of property ownership certificate with the stamp of property owner (A copy of sublease agreement and a statement issued by the property owner for the sublease acknowledgement should be provided where the owner is a strata-title owner.)	原件三份 3 original sets

Consulting – Establish (3/7)

外商设立独资公司政府费用清单

The Government Registration Fee for Setting up a Wholly Foreign Owned Enterprise

No	项目 Items	政府费用 (人民币) Government Registration Fee (RMB)		工作时间 Working day
1	Notice of enterprise name pre-registration 企业名称预先核准通知书	180		5
2	办理章程、可行性研究报告上海市对外经济贸易委员会批复 Submit the feasibility study and proposed article of Association	0		15
3	办理外商投资企业批准证书 Approval Certificate	50		
4	办理企业法人营业执照 ¹ Business Registration Certificate	工商注册费 Government Registration Fee	800 ²	10
		公告费 Newspaper Announcement Fee	4,000	
		电子营业执照 Electronic License	280	
5	备案及制作公司公章、财务专用章及法定代表人私章 Company Stamps	300		3
6	办理组织机构代码证 Code certificate of Organizations & Entities Registration	148		3
7	办理税务登记证 Tax Registration	20+		30
8	办理银行外币现汇账户管理卡 Foreign Exchange License & a management IC card	300		1
9	办理统计登记 Statistic Registration	20		1
10	变更企业法人营业执照 Convert the Business Registration Certificate	110		10
11	办理财政登记证 Finance Registration	20		10
12	办理海关登记证 Custom Registration	175		7
	总计 Total	6,403		-

备注 Remarks:

- 办理企业法人营业执照的官方收费，包括公告费与工商注册费。其中公告费人民币 4,000 元起，注册费为注册资金的 0.08%（注册资金低于一千万人民币）。The registration fee of Business Registration Certificate includes government registration fee and newspaper announcement fee. The government register fee is 0.08% of registered capital if the registered capital is below 10 million RMB)
- 以上办理企业法人营业执照的工商注册费是按照注册资金为 100 万人民币为例。The government registration fee of RMB800 is based on the register capital of RMB1,000,000.
- 相关政府费用视具体情况而定。The government registration fee is subject to the actual expense charged by relevant authorities.
- 具体的审批时间由相关的政府机构决定。The process time is at the discretion at the relevant government authorities.

Consulting – Establish (4/7)

Issued by the bank

SAMPLE

XXXX Bank

To whom it may concern,

December 11, 2007

Dear Sirs,

A/B/C LTD.

We understand from the above-named company that they are applying to you for certificate approval and business registration certificate for their company in Shanghai.

In this connection, we have pleasure in confirming that **A/B/C LTD.** has maintained active and satisfactory Business Vantage, Current and Savings Accounts in our books since 1 January 1995. Our banking relationship is satisfactory.

Any advice or assistance you could afford our customer is greatly appreciated.

This information is given in strict confidence and without any responsibility, howsoever arising, on the part of the Bank or its officers.

Yours faithfully

Manager
Trade & Credit Information

LB/fc

SAMPLE

境外投资方企业法定代表人
及拟设立公司董事会成员简历样本
CV Sample of Legal Representative of the Investing Company
and Directors of the Board of the China's WOFE

姓名 name: 出生地 place of born:

性别 gender: 国籍 nationality:

出生年月 date of birth: 婚否 marriage status:

住所 residence:

教育背景 Education Background:

19xx – 19xx graduated from A/B/C University

工作经历 Working Experience:

19xx – 19xx 公司任职

19xx – 至今 present 公司任职

使用境外投资方企业信笺

(Please use the letterhead of the investing company)

SAMPLE

Letter of Attorney

_____ (Investor) contemplates setting up a Wholly Foreign Owned Enterprise in Shanghai.

_____ (Investor) has agreed and entrusted CIIC Shanghai to be our agent to apply for necessary approvals, business certificate and other necessary certificates to government authorities.

委托书

_____ (公司名) 拟在上海市设立独资企业，现决定授权委托：中智上海经济技术合作公司代理向上海市各有关部门申请批准、营业执照、及其他该项事宜所需的证书和工作。

_____ (境外投资方企业公司名/Investing Company Name)

_____ (境外投资方董事长签字/Signed by Chairman)

(日期/Date)

Consulting – Establish (7/7)

使用境外投资方企业信笺

(Please use the letterhead of the investing company)

SAMPLE

委派书 Letter of appointment

兹代表_____ (投资方公司名称)委派以下人员出任_____ (拟设立公司名称)之董事/监事。
On behalf of _____ (investor), I hereby appoint the following persons to act as the Director/ Supervisor of _____ (The name of the company to be established).

序号 No.	姓名 Name	职务 Position	国籍 Nationality
1			
2			
3			
...			

_____ (境外投资方企业公司名/Investing Company Name)

_____ (境外投资方董事长签字/Signed by Chairman)

(日期/Date)