

外商投资准入特别管理措施(负面清单)(2021年版)

Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021)

【中英文对照版】

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中华人民共和国国家发展和改革委员会、中华人民共和国商务部令

(No.47)

(第 47 号)

The Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021), as deliberated and approved at the 18th executive meeting of the National Development and Reform Commission and examined and signed by the Ministry of Commerce on September 18, 2021, as approved by the CPC Central Committee and the State Council, are hereby issued, with effect from January 1, 2022,

《外商投资准入特别管理措施(负面清单)(2021年版)》已经 2021 年 9 月 18 日国家发展和改革委员会第 18 次委务会议审议通过和商务部审签,并经党中央、国务院同意,现予以发布,自 2022 年 1 月 1 日起施行。

He Lifeng, Director of the National Development and

国家发展和改革委员会主

Reform Commission

任：何立峰

Wang Wentao, Minister of Commerce

商务部部长：王文涛

December 27, 2021

2021 年 12 月 27 日

Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021)

外商投资准入特别管理措施
(负面清单) (2021 年
版)

Explanations

说明

I. The Special Administrative Measures (Negative List) for the Access of Foreign Investment (hereinafter referred to as the "Negative List") uniformly set forth the ownership requirements, requirements for senior executives, and other special administrative measures for the access of foreign investment. Fields not on the Negative List shall be administered under the principle of equal treatment to both domestic and foreign investment. The relevant provisions of the Market Access Negative List shall uniformly apply to domestic and overseas investors.

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。

II. An overseas investor may not engage in investment or operation as an individual industrial and commercial household, proprietorship investor, or member of a specialized farmers' cooperative.

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。

III. A foreign-invested enterprise's investment in China shall comply with the relevant provisions of the Negative List.

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。

IV. Where an overseas investor intends to invest in a field on the Negative List but fails to comply with the provisions of the Negative List, the appropriate department shall, in the process of performing its duties in accordance with the law, decline to handle any matter concerning licensing and enterprise registration, among others, and any matter concerning confirmation if the confirmation of a fixed investment project is involved. For investment in a field subject to ownership requirements, no foreign-funded partnership may be established.

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。

V. Upon examination by the appropriate department of the State Council, submission by it to the State Council for approval, and approval by the State Council, a specific foreign investment may be exempt from the provisions of the Negative List on the relevant field.

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。

VI. A domestic enterprise engaged in business in a field in which investment is prohibited by the Negative List may offer shares and be listed for trading overseas, subject to the examination and approval of the appropriate department of the state; an overseas investor shall not participate in the operations and management of the enterprise, and its stake shall be subject to the relevant provisions on the administration of domestic securities investment by overseas investors.

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。

VII. Where a domestic company, enterprise, or natural person acquires by merger any domestic company having affiliation thereto through a company legally established or controlled overseas by the domestic company, enterprise, or natural person, the provisions on inbound and outbound investment and foreign exchange administration, among others, shall apply.

VIII. Measures relating to administrative approval, qualification conditions, and national security, among others, in culture, finance, and other fields shall, if not on the Negative List, be governed by the provisions currently in force.

IX. The Mainland and Hong Kong Closer Economic Partnership Arrangement and its supplementary agreements, the Mainland and Macao Closer Economic Partnership Arrangement and its supplementary agreements, the Cross-Straits Economic Cooperation Framework Agreement and its supplementary agreements, and the international treaties and agreements concluded or acceded to by China shall apply, if they have more favorable provisions on the access treatment of overseas investors. If a pilot free trade zone or any other special economic zone provides any more favorable opening measures for qualified investors, the relevant provisions shall apply.

X. The Negative List shall be subject to interpretation by the National Development and Reform

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。

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

Commission and the Ministry of Commerce in conjunction with relevant departments.

委、商务部会同有关部门负责解释。

XI. The Negative List of 2020 issued by the National Development and Reform Commission and the Ministry of Commerce on June 23, 2020 shall be repealed on January 1, 2022.

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。

Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021)

外商投资准入特别管理措施（负面清单）（2021年版）

SN	Special Administrative Measures
I. Agriculture, forestry, animal husbandry, and fishing	
1	The Chinese party shall have a stake of not less than 34%, in the case of selection and cultivation of new wheat varieties or production of seeds, or a controlling stake, in the case of selection and cultivation of new corn varieties or production of seeds.
2	Investment in the research, development, and raising or cultivation of any valuable or fine variety which is rare and peculiar to China or the production of relevant propagation materials (including fine genes in planting, animal husbandry, or aquaculture) shall be prohibited.
3	Investment in the selection and cultivation of a genetically modified variety of any crop, breeding stock, or broodstock or the production of genetically modified seeds (offspring) of it shall be prohibited.
4	Investment in the harvesting of aquatic

序号	特别管理措施
一、农、林、牧、渔业	
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。
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）。
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。
4	禁止投资中国管辖海

	products in the territorial waters or inland waters of China shall be prohibited.
II. Mining	
5	Investment in the exploration, mining, or benefiting of rare earth, radioactive minerals, and tungsten shall be prohibited.
III. Manufacturing	
6	For printing of publications, the Chinese party shall have a controlling stake.
7	Investment in the application of steaming, frying, roasting, calcining, or other processing technology for prepared Chinese medicinal herb slices or the manufacturing of patented traditional Chinese medicine based on a classified formula shall be prohibited.
IV. Electric power, heat, gas, and water generation and supply	
8	For the building or operation of a nuclear electric power plant, the Chinese party shall have a controlling stake.
V. Wholesale trade and retail trade	
9	Investment in the wholesale or retail trade in leaf tobacco, cigarettes, redried tobacco, or any other tobacco products shall be prohibited.
VI. Transportation, warehousing, and postal service	
10	The Chinese party shall have a controlling stake in a domestic water transportation company.
11	The Chinese party shall have a controlling stake in a public air transportation company, in which the investment of a foreign investor and its affiliate(s) shall not exceed 25% and whose legal

	域及内陆水域水产品捕捞。
二、采矿业	
5	禁止投资稀土、放射性矿产、钨勘查、开采及选矿。
三、制造业	
6	出版物印刷须由中方控股。
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。
四、电力、热力、燃气及水生产和供应业	
8	核电站的建设、经营须由中方控股。
五、批发和零售业	
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。
六、交通运输、仓储和邮政业	
10	国内水上运输公司须由中方控股。
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。

	representative shall be a Chinese citizen. The legal representative of a general aviation company shall be a Chinese citizen, general aviation companies for agriculture, forestry, or fishing shall be restricted to equity joint ventures, and the Chinese party shall have a controlling stake in a general aviation company for any other field.		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，其他通用航空公司限于中方控股。
12	For the building or operation of a civil airport, the Chinese party shall have a relatively controlling stake. A foreign party shall not participate in the construction and operation of an air traffic control tower.	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。
13	Investment in a post company or domestic express mail delivery services shall be prohibited.	13	禁止投资邮政公司、信件的国内快递业务。
VII. Information transmission, software, and information technology service		七、信息传输、软件和信息技术服务业	
14	Telecommunications carriers: limited to the opening of telecommunications services in the commitments made by China upon WTO accession. The foreign stake in a value-added telecommunications service may not exceed 50% (except e-commerce, domestic conferencing, store-and-forward, and call center services), and the Chinese party shall have a controlling stake in basic telecommunications.	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。
15	Investment in Internet news information services, Internet publication services, Internet video and audio program services, Internet cultural business (except music), and Internet social networking services (save the part of such services already opening up in the commitments of China made upon WTO accession) shall be prohibited.	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）。

SN	Special Administrative Measures
VIII. Leasing and commercial services	
16	Investment in Chinese legal affairs (except the provision of information on the implications of China's legal environment) shall be prohibited, and a foreign investor may not be a partner in a domestic law firm.
17	Market survey shall be restricted to equity joint ventures, and for broadcast media rating services, the Chinese party shall have a controlling stake.
18	Investment in social survey shall be prohibited.
IX. Scientific research and technical services	
19	Investment in the development and application of human stem cells and genetic diagnosis and therapy shall be prohibited.
20	Investment in research institutions of humanistic and social sciences shall be prohibited.

序号	特别管理措施
八、租赁和商务服务业	
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。
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。
18	禁止投资社会调查。
九、科学研究和技术服务业	
19	禁止投资人体干细胞、基因诊断与治疗技术开发和应用。
20	禁止投资人文社会科学研究机构。
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、

21	Investment in geodetic surveying, hydrographic surveying and mapping, aerial photography for surveying and mapping, ground movement measurement, and administrative region boundary surveying and mapping; the preparation of relief maps, political maps of the world, national political maps, political maps at or below the provincial level, classroom national maps, classroom regional maps, true-3D image maps, and navigation electronic maps; and regional geological mapping, minerals and geology, geophysics, geochemistry, hydrogeology, environmental geology, geological disaster, remote sensing geology, and other surveying shall be prohibited (a mining right holder that conducts work to the extent of its mining right shall be exempt from the special administrative measure).
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X. Education

22	A preschool, a regular senior secondary school, or a higher education institution shall be restricted to Chinese-foreign contractual joint venture, under the control of the Chinese party (the principal or the chief executive shall be a Chinese citizen, and the council, board of directors, or joint management committee shall consist of members from the Chinese party accounting for not less than one half of the total number of members).
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23	Investment in a compulsory educational institution or a religious educational institution shall be prohibited.
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XI. Human health and social work activities

24	Medical institutions shall be restricted to
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	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）。
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十、教育

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）。
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23	禁止投资义务教育机构、宗教教育机构。
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十一、卫生和社会工作

24	医疗机构限于合资。
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十二、文化、体育和娱乐业

25	禁止投资新闻机构（包括但不限于通讯社）。
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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。
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27	禁止投资各级广播电台（站）、电视台（站）、广播电视视频
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	equity joint ventures.
XII. Culture, sports, and entertainment	
25	Investment in news organizations (including without limitation news agencies) shall be prohibited.
26	Investment in the editing, publishing, and production of books, newspapers, periodicals, audiovisual recordings, and electronic publications shall be prohibited.
27	Investment in radio stations, television stations, radio and television channels (frequencies), and radio and television transmission coverage networks (transmitting stations, relay stations, radio and television satellites, satellite uplink stations, satellite receiving and relay stations, microwave stations, monitoring stations, and cable radio and television transmission coverage networks) shall be prohibited, and engaging in radio and television video-on-demand services or installation services for ground receiving facilities for television broadcasting by satellite shall be prohibited.
28	Investment in a radio and television program making or operation (including import business) company shall be prohibited.
29	Investment in a motion picture production company, distribution company, theater company, or motion picture import business shall be prohibited.
30	Investment in a cultural relics auction company, a cultural relics store, or a state-owned cultural relics museum shall be prohibited.
31	Investment in a performing arts group shall be prohibited.

	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。
28	禁止投资广播电视节目制作经营（含引进业务）公司。
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。
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。
31	禁止投资文艺表演团体。

