

律動國際

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域外法 研究



澳洲投资指南

国浩律师事务所 董亮

在新冠疫情的全球大变局下，全球经济活动陷入低迷，单边主义、保护主义、逆全球化喧嚣直上。随着全球贸易投资不稳定和不确定元素日益增多，中国投资者海外投资面临着前所未有的挑战。

挑战也伴随着无限的机遇，为了帮助中国投资者更好地了解澳洲的投资情况、营商环境、政策要求等，笔者编写《澳洲投资指南》，全面梳理中国企业在澳洲投资的核心注意事项，以期为中国企业在“走出去”的过程中保驾护航。希望指南可以对有意或正在进行澳洲投资的中国企业有所助益。

一、前景

(一) 概述

现今，全球变暖的环境问题日益严重，为了地球生态的可持续发展，新能源时代随之来临。作为新能源时代的“石油”，在其他可替代资源出现之前，锂矿无疑是这个新能源浪潮席卷的时代下最吸引资本眼球的一种资源，相关上市公司成为了市场的长期风口热点。

锂是一种软质的白色金属，是电池技术中一种含量很少但目前不可或缺的元素。自然界中无游离锂，因此锂实际指锂离子或锂盐。锂盐出产于矿石或咸水，储量集中在澳大利亚、阿根廷、中国、智利和美国内华达州，而其中澳大利亚的锂矿精度和纯度尤佳。

(二) 近年全球范围内重大的锂矿交易

近年来，全球矿业领域内的合作与交易也显著增多。2020年2月，三星集团旗下的电池制造商三星SDI公司（Samsung SDI Co., Ltd）与嘉能可斯特拉塔股份有限公司（Glencore International GA, 以下简称“嘉能可公司”）签订了为期五年的钴供应协议。2020年6月，嘉能可公司与电动车制造商特斯拉（Tesla Inc.）签署了类似的供应协议。此外，特斯拉还采取了更具深远意义的举措，即在进入采矿业务领域之后，在美国内华达州获得了锂矿开采权。

据报道，锂矿电子交易平台也上线在即，资源为王的逻辑进一步强化：

一是澳大利亚皮尔巴拉矿产有限公司（Pilbara Minerals Ltd）[注1]公告，其旗下锂矿电子交易平台有望于2021年7月开始第一批货物竞拍，电子平台的上线将是锂精矿提高市场化程度的里程碑，矿端市场信息掌控能力的增强或将加速锂精矿涨

价的进程；二是根据上海有色金属网[注2]的资讯，2021年5月国内锂精矿进口量

14.8万吨，3到5月锂精矿经历持续去库，7月或将成为锂精矿加速上行的重要拐点。

二、法律提示

(一) 澳大利亚矿业立法体系

澳大利亚有关采矿权的法律框架已十分成熟、公开透明且具备良好的管理规范。澳大利亚法律分为三个层级：联邦法律、各州及领地法律和当地政府法规。

澳大利亚的矿产资源实行联邦和州分权管理。联邦主要负责海上石油立法、环境立法以及对外投资等矿业政策协调与发展相关的立法、限制矿产出口等；而各州和地区则管理各自司法管辖区内的矿业活动，包括土地产权，监管矿山运营情况，矿山安全、环境、健康，征缴权利金和税费等；勘探和采矿活动主要在州的层面受到监管，各领地的勘探和采矿活动主要在联邦层面受到监管；联邦法律规制所有州的采矿活动的进行，包括税收、原住民土地权利和环境保护以及职业健康和安全方面的规定。

一些地方政府法规也同样适用，例如开发和规划审批。矿业立法规范了勘探和采矿活动，创造了采矿土地使用权和土地使用权相分离的体制。在州地界内的所有矿藏都是其所在州的财产。在矿藏首次被开采出之前，其所有权始终属于所在州。各州和领地均保存着可供公众查看的权属登记簿，以便确认土地所有权和权利负担登记。

澳大利亚与陆上固体矿产开发利用有关的法律包括《采矿法》、《原住民土地权法》和《环境保护法》等。海上矿产和能源的勘探和开发，也有专门法律。澳大利亚《采矿法》规定了矿产资源的三种权限：所有权、勘探（包括初步勘探和详细勘探）权和开采权。每个州也有相应的法律。如西澳《采矿法》

（Mining Act 1978）规定，矿产资源归联邦政府所有。（二）澳大利亚对外商矿业投资的审批制度

在澳大利亚从事矿产资源勘探和开发活动，要申请并取得许可证。如果暂时不开发，可以申请保留权许可。每个州的审批情况大同小异。根据澳大利亚的法律，探矿权、采矿权可以合法转让，但只有持有勘探许可证并经过相关环境主管当局的授权才可以在许可证规定的土地上勘探矿物。

受限于获得必要的外国投资委员会批准，外国投资者有权单独或与他人共同持有勘探许可的权益。澳大利亚的外商收购及接管法（Foreign Acquisitions and Takeovers Act 1975）就国外投资者需就其拟投资项目上交FIRB做出了规定。就某些拟投资项目而言，审批是强制性的。就其他投资项目而言，投资者有时会自愿递交申请，因为若投资完成后，发现该投资项目不符合澳大利亚的国家利益，其后果可能会十分严重（包括宣告该投资项目交易无效）。

FIRB会审阅投资项目信息，并向澳大利亚的财政部长提供建议。财政部长则根据该建议，对相关投资项目不提出反对（可以是无条件或附带条件的），或基于“不符合澳大利亚国家利益”的原意原因拒绝该拟投资项目。

下面将对需要经过FIRB审批的典型矿业投资交易进行详细介绍：

1. 外国政府投资者

任何外国政府投资者进行的直接投资、新业务的开展或土地权的收购，包括勘探权、开发权、采矿权或生产权的权益，不论投资金额的多少。

外国政府投资者包括外国政治团体、外国政府、其代理或关联实体直接或间接拥15%或以上权益的实体（若投资者来自两个国家以上的，则该百分比限额为40%或以上），或可由外国政府、代理、关联实体及其关联人所控制的企业。

直接投资是指任何10%或以上的权益投资项目。如投资项目旨在在目标公司建立策略性的股权，或利用该投资项目影响或操控该目标公司，即使该投资项目涉及的利益额少于10%，仍会被视为直接投资。

2. 澳大利亚资产或企业

一家外国私人实体（及其关联人）收购澳大利亚资产或企业15%或以上的权益（或由两家以上的外国私人实体及其关联人收购的，则收购总权益额达40%以上），且交易金额超过2.48亿澳元；或如收购一家离岸公司，并且其澳大利亚子公司或总资产超过2.48亿澳元。

3. 澳大利亚城市土地

澳大利亚城市土地系指第一产业专用土地外的所有土地。收购澳大利亚城市土地的权益，其中包括：收购一家澳大利亚城市土地实体的股票权益；或收购任何勘探权、开发权、采矿权或生产权的权益，而该等矿权将提供占有澳大利亚城市土地超过5年的权利；或收购涉及使用澳大利亚城市土地所得利润的安排的权益。

4. 生产中的矿业

收购达5,400万澳元（或如已列于历史遗产的财产，则5百万澳元）以上的生产中的矿产。以上为2013年的投资限额，并会于每年年初进行调整。

财政部长会基于国家利益的考虑审阅每项拟外商投资的申请。澳大利亚法律并未有对国家利益作出定义。每项投资申请均根据具体问题具体分析审批制度作出决定。澳大利亚政府的外商投资政策可作为参考。另外，其他有关的考虑包括：现有的政府政策及法规、国家安全、竞争影响、对澳大利亚政府政策的影响、对一般的经济及社区的影响，及有关投资者的特点。财政部长过往的决定显示，具操控性的股权、收购敏感地区的资产（如澳大利亚国防军队附近的土地）、低于市场价格的资产、或于交易完成后，目标公司将于澳交所取消上市，均会受到财政部长的谨慎考核。

（三）矿业有关的土地问题

1. 获得土地的规定

按照澳大利亚土地法，当地的土地分为国有土地和私有土地两类，其中，各种类型的国有土地约占87%，私有土地占13%。澳大利亚政府规定，任何企业和个人都可通过拍卖形式购买政府土地或私人土地。购买土地必须是自有资金或者合伙，不能贷款。土地出售以后，政府收取地价税和服务费。外国投资人在澳大利亚可以获得土地所有权和承包经营权。土地所有权和承包经营权在澳大利亚可以依法自由交易。但所有来自外国政府及其相关实体（如国有企业）针对任何行业的投资，无论投资规模多大，都需要进行事前审批。

2. 原住民土地权问题

原住民土地权是指澳大利亚当地人基于传统土地和水源而拥有的某些权利。基于土地或水源的原住民土地权仅在权利主张人与该土地或水源有传统联系的情形下存在，因此原住民土地权很可能影响以闲置土地或采矿权为标的的投资行为。原住民土地权可包括以下权利：占有权、使用或获取土地上资源的权利；地役权；参观及保护重要地区的权利；打猎、捕鱼、获取食物以及天然药物的权利；获取水资源、林木、石材及其他传统资源的权利；从事社交、宗教和与文化相关的活动及仪式的权利。原住民土地权并不包括对于矿产资源的权利。然而，原住民土地权存在于拟开发的矿权土地之上，故该等权利必须纳入考虑因素之内。为了开展项目，并需遵守下文所列的程序。一些情形下需支付损害赔偿金。

（四）投资建议

1. 投资方式

对澳大利亚资源项目的投资可以在矿厂生命周期的任何阶段进行。在早期勘探阶段，投资通常在项目层面进行，各方一般采取合资结构，各方以财务和技术方面的专业能力出资以达到发现矿产资源的共同目标。在澳大利亚，合资企业可以设立为法人或采用契约型。在更加成熟的经营中，或者如果投资者希望以被动的角色介入，可以通过收购私有或上市公司的少数或多数股权的方式投资。不同的项目阶段和进入方式对投资人有不同的法律要求。

（1）契约型投资结构

契约型合资结构（Unincorporated Joint Venture, UJV）通常指多人（自然人或法人）通过缔结合同，共同从事一项经营活动，如在某一特定区域普查和勘探矿物质。UJV不具有独立法人资格，且参与者之间的关系具有契约性和专有性，前者指参与者之间的权利义务均在合同中列明，后者指合资企业的资产由参与者以一般共有（Tenants in common）的形式持有。UJV的参与者通常会任命一个经营者来管理勘探或生产性资产，并负责与第三方缔结合同。经营者负责保持合资结构的收支平衡并将最终产品分配并派送到各参与者或其代理人处。由各方任命的管理委员会将对勘探、开发活动等关键事项作出决定。

（2）法人型投资结构

法人型合资结构通常是特殊目的公司形式的实体，合资企业的参与者是该公司的股东，合资企业具有独立法人资格，澳大利亚公司法的许多条款适用于该等参与者关系的各个方面。实务中，各参与者通过签署股东协议在其未来关系的各方面做出规定。鉴于在合资企业中，所有权权益以股份形式被持有，股东协议会约定各参与者转让其所有权的权利。合资企业中，股东的责任仅限于其在公司中的出资额。合资企业的盈利可不断积累，并用于再投资。在合资企业支付其相应的税费后，盈利可通过红利的方式分派给各参与者。但是，任何合资企业的亏损都不能与参与者自己的收入相抵消。合资企业作为一个公司有权保留盈利。

（3）转入安排（购买权益安排）

为取得契约型合资结构中的权益，投资人一般同意参与转入安排（Farm-in），即投资人为其收购的项目权益支付约定的金额或承担约定的工作项目。参与转入安排时需考虑的重要因素之一是，投资人是否因缔结合约或履行其在约定的工作项目下的义务后，就可立即开始赚取盈利（预先兑现）。针对矿权所有人，预先兑现有一定劣势，特别是如未满足相关的转入条件，违约投资者的利益份额将被剥离，随后需对公共矿权记录作出修改。如投资人将收购项目的主要权益，或该投资人系项目的营运人，就更有利于其与合资企业就预先兑现进行磋商。

理想，所以一直以来难以实现规模化生产，随着宝武集团入主西藏矿业，西藏地区的盐湖开发或将提速。



理论与 与实践



《企业名称登记管理规定实施办法》解读

Interpretation of Implementation Measures for Provisions on the Administration of Enterprise Name Registration

栗伟炜 郭倩雯

企业名称登记管理制度是市场准入的重要基础制度。《企业名称登记管理实施办法》由原国家工商局制定于1999年12月，是一部部门规章，2004年第一次修订，在保护企业名称权利，维护市场秩序等方面发挥了积极作用。本次新修订的《企业名称登记管理规定实施办法》（“《办法》”）将于2023年10月1日正式实施。

The enterprise name registration administration system is an important fundamental system for market access. Implementation Measures for the Administration of Enterprise Name Registration was formulated by the former State Administration for Industry and Commerce in December 1999, which is a departmental regulation, firstly revised in 2004, and has played a positive role in protecting the rights of enterprise names and maintaining market order and etc. The newly revised Implementation Measures for Provisions on the Administration of Enterprise Name Registration(the “Measures”) will be officially implemented on October 1, 2023.

近年来，随着营商环境不断优化和企业名称自主申报制度的探索建立，在修订办法之前，有不少规章内容已经滞后于实践。为积极构建全国统一的市场制度规则，维护公平竞争市场秩序，不断优化营商环境，市场监管总局结合实践，修订《办法》，进一步规范企业名称登记管理，优化自主申报服务，细化争议裁决程序，更好维护企业合法权益。

In recent years, with the continuous optimization of the business environment and the exploration and establishment of the independent declaration system for enterprise names, many regulations have lagged behind practice before the revision of the Measures. In order to actively build a unified national market system and rules, maintain fair competition market order, and continuously optimize the business environment, the State Administration of Market Regulation has revised the Measures based on practice, further standardizing the management of enterprise name registration, optimizing independent declaration services, refining dispute resolution procedures, and better safeguarding the legitimate rights and interests of enterprises.

《办法》中的规定适用于施行后的新设或者变更名称的企业，即在中国境内依法需要办理登记的企业，包括公司、非公司企业法人、合伙企业、个人独资企业和上述企业分支机构，以及外国公司分支机构等。其中非公司企业法人包括全民所有制企业、集体所有制企业、联营企业；外国公司分支机构是指依照外国法律在中国境外设立的公司，在中国境内设立的分支机构。

The provisions of the Measures apply to newly established or renamed enterprises that need to be registered according to the laws within China after the implementation of Measures, including companies, unincorporated legal persons, partnership enterprises, sole proprietorship enterprises, branches of the aforementioned enterprises, as well as branches of foreign companies. Among them, unincorporated legal persons include enterprises owned by the whole people, collectively owned enterprises, and joint ventures; A branch of a foreign company refers to a branch established outside China in accordance with foreign laws and branches established within China .

《办法》由七个章节，共计五十五条组成，包括总则、企业名称规范、企业名称自主申报服务、企业名称使用和监督管理、企业名称争议裁决、法律责任和附则。

The Measures consists of seven chapters and a total of 55 articles, including general provisions, standardization of enterprise names, independent application services for enterprise names, use and supervision and administration of enterprise names, dispute and adjudication of enterprise names, legal responsibilities, and supplementary provisions.

接下来，我们一起来对《办法》进行解读，一起来看看《办法》都有哪些亮点？

Next, let's interpret the Measures together and take a look at what highlights it has?

莫要用不当名称，不可取强傍名牌！《办法》明确和细化了企业的禁止性要求——明确企业名称不得存在下列情形：

Don't use inappropriate names, and it's not advisable to make use of famous brands! The Measures clarifies and refines the prohibitive requirements for enterprises - it clarifies that enterprise names must not have the following situations:



使用与国家重大战略政策相关的文字；

Using wordings related to major national strategic policies;

使用“国家级”、“最高级”、“最佳”等带有误导性的文字；

Using misleading wordings such as “national level”, “highest level”, “best”, etc.;

使用与同行业在先有一定影响的与他人名称相同或相近的文字；

Using wordings that have a certain influence on the same industry and are same or similar to someone else's' names;

使用明示或者暗示为非营利性组织的文字；

Using wordings that explicitly or implicitly represents a non-profit organization;

法律、行政法规和本办法禁止的其他情形。

Other situations prohibited by laws, administrative regulations, and this Measures.

以下三类名称要注意申报条件有变动，请注意

Please note that there are changes in the declaration conditions for the following three types of names

申请不含“行政区划”企业名称，需满足

The application of enterprise without “administrative division” is necessary to meet the requirements of

申报主体为已登记的企业法人

The applicant shall be a registered enterprise legal person

在3个以上省级行政区域内投资设立字号与本企业相同且经营1年以上的公司；

Invest and establish companies with the same brand name as this enterprise and have been operating for more than 1 year in three or more provincial-level administrative regions;

除有投资关系外，应与所在地设区的市级行政区域内已经登记的或保留期内的同行业企业名称字号不同。

Unless there is an investment relationship, it shall be different from the names and trade names of enterprises in the same industry that have already been registered or

have been retained in the city level administrative region where it is located.

申请“无行业”企业名称，需满足

To apply for a “no industry” enterprise name, it is necessary to meet the following requirements

申报主体为已登记的跨5个以上国民经济行业门类综合经营的企业法人，即实业公司；

The applicant shall be a registered enterprise legal person that operates across more than 5 categories of national economic industries, namely an industrial company;

投资设立3个以上与本行业字号相同且经营1年以上的公司，同时各公司的行业或者经营特点分别属于国民经济行业不同门类；

Invest in establishing three or more companies with the same industry name and operating for more than one year, and each company’s industry or business characteristics belong to different categories of the national economy industry;

除有投资关系外，应与所在地同一行政区域内登记的或保留期内的企业名称字号不同。

Unless there is an investment relationship, it shall be different from the enterprise name registered and industry name registered in the same administrative region or within the retention period of the location.

申请使用“集团”字样企业名称，需满足

To apply for the use of the enterprise name with the wordings “group”, it is necessary to meet the following requirements

申报主体为已登记的企业法人；

The applicant shall be a registered enterprise legal person;

控股3家以上企业法人。

Holding more than 3 enterprise legal person.

企业名称的合法权益被侵犯，如何处理？

How to deal with the infringement of the legitimate rights and interests of enterprise names?



Dispute adjudication mechanism for name usage, solving difficult problems!

《办法》第三十四条明确了企业名称权利救济途径。

Article 34 of the Measures clarifies the remedies for the rights of enterprise names.

《办法》第四十九条明确了企业名称涉及不正当竞争行为的相关规定。对于名称使用中，可能出现的名称近似、公众混淆等涉嫌侵权的情形，相关企业可以向人民法院起诉，也可以请求为涉嫌侵权企业办理登记的企业登记机关处理。

Article 49 of the Measures clarifies the relevant provisions on the involvement of enterprise names in unfair competition behavior. For suspected infringement situations such as name similarity and public confusion that may arise during the use of a name, relevant enterprises can file a lawsuit with the people's court or request the registration authority for the suspected infringing enterprise to handle the matter.

如何申报企业名称？

How to declare enterprise names?

申请人可以通过互联网登录企业名称申报系统，或者在企业登记机关服务窗口，提交有关信息和材料，并做出自主申报承诺。申请人应当对提交材料的真实性、合法性和有效性负责。但在我们的实操实践中，大部分还是通过政务官网通道通过企业名称申报系统进行线上审核的方式进行。

Applicants can log in to the enterprise name declaration system through the internet or submit relevant information and materials at the service window of the enterprise registration authority, and make commitments to independent declaration. The applicants shall be responsible for the authenticity, legality, and validity of the submitted materials. But in our practical practice, most of them are still conducted through online verification of the enterprise name declaration system through the government official website channel.

企业名称申报系统对申请人提交的企业名称进行自动比对，显示申报通过或不予通过的结果。对申报通过名称，申报系统会做出相关提示，告知该名称存在不予登记的可能，或者在使用中面临因名称争议而被要求变更的风险。

The enterprise name declaration system will automatically compare the enterprise names submitted by applicants and displays the results of whether the declaration is passed or not. For a name that has been approved for registration, the application system will provide relevant prompts, informing the possibility of not being registered or the risk of being required to change due to name disputes during use.



企业名称申报通过的，企业登记机关对该企业名称予以保留。企业名称保留期内，一般为2个月，因企业还没有登记注册，主体还没有产生，所以尚不存在完整的企业名称权利，因此申请人应当在保留期届满前办理企业登记。逾期后，企业名称将不予保留，无法办理企业登记，只能再次申报名称。

Where an application for the enterprise name is approved, the enterprise registration authority shall retain this enterprise name. The retention period of this enterprise name is generally 2 months. As the enterprise has not yet been registered and the subject has not yet emerged, there is no complete right to this enterprise name. Therefore, the applicant shall complete the enterprise registration before the expiration of the retention period. After the deadline, this enterprise name will not be retained and cannot be registered. It shall be declared again.

综上，《办法》优化企业名称自主申报服务，规范名称登记管理秩序，强化名称使用和监督管理，健全名称争议行政裁决机制，维护企业合法权益，持续优化营商环境，更大激发市场活力。

In summary, the Measures will optimize the independent application services for enterprise names, standardize the order of name registration administration, strengthen the use and supervision of names, improve the administrative arbitration mechanism for name disputes, safeguard the legitimate rights and interests of enterprises, continuously optimize the business environment, and greatly stimulate market vitality! We believe that in the recent future, customers will frequently roast that it's really too difficult to get one name for the enterprise now! However, although it is difficult to choose a good name, the rights and interests of enterprise names will be better protected.

鼓励外商投资产业目录（2022年版）解读

Interpretation on Catalogue of Industries for Encouraging Foreign Investment (2022 Edition)

郭倩雯 栗伟炜

两个月前，国家发展改革委、商务部等部门联合印发《关于以制造业为重点促进外资扩增量稳存量提质量的若干政策措施》（“《若干政策措施》”），聚焦制造业引资，提出了“高标准落实外资准入后国民待遇”“支持制造业外资企业进出口”“引导制造业外商投资企业国内梯度转移”等15项具体措施，着力提高利用外资质量。我们也对上述政策措施做了解读，详情请查看我们公众号于2022年11月11日发布的双语版《六部门印发新政策：以制造业为重点 推动外商投资企业高质量发展》（上下篇）。

Two months ago, the National Development and Reform Commission, the Ministry of Commerce and other departments jointly issued Several Policies and Measures on Promoting Foreign Investment to Expand the Increment, Stabilize the Stock and Improve the Quality by focusing on the Manufacturing Industry (“Several Policies and Measures”), focusing on attracting foreign investment in the manufacturing industry, and proposing 15 specific measures such as “To implement the national treatment after the admission of foreign investment with a high standard”, “To support the import and export of foreign-invested manufacturing enterprises”, and “To guide the domestic gradient transfer of foreign-invested manufacturing enterprises”, etc., striving to improve the quality of foreign investment utilization. We have also interpreted the above policies and measures. For details, please check the bilingual version of “A New Policy Issued by Six Departments: Focusing on the Manufacturing Industry to Promote High-Quality Development of Foreign-Invested Enterprises” (Part I and Part II) released on our official account on November 11, 2022.

2022年10月28日，国家发展改革委、商务部紧随其后，联合发布《鼓励外商投资产业目录（2022年版）》（包括全国目录和中西部地区目录）（“鼓励目录”），将于2023年1月1日施行，2020年版鼓励目录同时废止。

On October 28, 2022, the National Development and Reform Commission and the Ministry of Commerce then jointly released the Catalogue of Industries for Encouraging Foreign Investment (2022 Edition) (including the National Catalogue and the Central and Western Regions Catalogue) ("Encouragement Catalogue"), which will come into force on January 1, 2023, and the 2020 edition of the Encouragement Catalogue will be

abolished at the same time.

全国目录在增加条目数量、优化目录结构的基础上，聚焦制造业高质量发展，加快促进技术迭代升级；中西部目录在因地制宜、统筹考虑各地方资源禀赋和产业条件的基础上，新增或扩展了有关条目，进一步优化外资区域布局。不仅如此，“以制造业为重点提高引资质量”也是其中的修订重点，在保持已有鼓励政策基本稳定的基础上，按照“总量增加、结构优化”原则，进一步扩大鼓励外商投资范围。今天，我们就着重为大家解读鼓励目录。

On the basis of increasing the number of items and optimizing the catalogue structure, the National Catalogue focuses on the high-quality development of the manufacturing industry and accelerating the promotion of technology iteration and upgrading; further, on the basis of suiting measures to local conditions and taking overall consideration of local resource endowments and industrial conditions, the Central and Western Regions Catalogue has added or expanded relevant items to further optimize the regional layout of foreign investment. Moreover, “focusing on manufacturing industry to improve the quality of investment attraction” is also the key point of the revision, that is to further expand the scope of foreign investment on the basis of maintaining the stability of the existing incentive policies and also in accordance with the principle of "increasing the total amount and optimizing the structure". Today, we will focus on interpreting the Encouragement Catalogue for you.

新增、修改数据 Adding and Modifying Data

鼓励目录总条目1474条，与2020年版相比净增加239条（增幅近20%）增加了多条高技术制造业条目、修改167条。其中，全国目录共519条，与2020年版相比增加39条、修改85条；中西部目录共955条，与2020年版相比增加200条、修改82条，中西部地区目录，因地制宜增加了部分制造业相关产业条目，如山西、辽宁、安徽、宁夏等省区新增智能手机、平板电脑等智能终端产品及关键零部件的生产等条目，进一步强化中西部和东北地区制造业引资优势。

There are 1474 items in the Encouraged Catalogue, 239 items (an increase of nearly 20%) were added and 167 items were modified compared with the 2020 edition. The National Catalogue contains 519 items, 39 of which were added and 85 were revised compared with the 2020 edition; The Central and Western Regions Catalogue contains 955 items, 200 of which were added and 82 were revised compared with the 2020 version. In the Central and Western Regions Catalogue, some manufacturing related industry items were added in line with local conditions, such as items of production of smart phones, tablets and other key parts and intelligent terminal products were added in Shanxi, Liaoning, Anhui, Ningxia and other provinces and regions, so that to further



strengthen the investment attraction advantages of manufacturing industry in the Central and Western Regions as well as the Northeast Regions.

主要变化Major Modifications

持续鼓励外资投向制造业。全国目录继续将制造业作为鼓励外商投资的重点方向，新增或扩展元器件、零部件、装备制造等有关条目。

Continuously encourage foreign investment in manufacturing. The National Catalogue continues taking manufacturing industry as the key direction of encouraging foreign investment, and also adding or expanding relevant items such as components, parts and equipment, etc., manufacturing.

持续引导外资投向生产性服务业。全国目录将促进服务业和制造业融合发展作为修订重点，新增或扩展专业设计、技术服务与开发等条目。

Continuously guide foreign investment in productive services. The National Catalogue focuses on promoting the integrated development of service industry and manufacturing industry, and also adding or expanding items such as professional design, technical service and development, etc.

持续优化利用外资区域布局。结合各地劳动力、特色资源等比较优势扩大中西部目录鼓励范围。

Continuously optimize the regional layout of foreign investment utilization. Expanding the scope of the Central and Western Regions Catalogue in combination with the advantages of local labor force and characteristic resources.

重要意义Significance

外资企业特别是外资制造业的蓬勃发展，是助力我国经济高质量发展的重要力量。党的十八大以来，我国推进高水平对外开放，营造市场化、法治化、国际化一流营商环境，利用外资规模稳定增长，引资结构持续优化。2021年，我国实际使用外资规模达1.15万亿元，比2012年增长了62.9%，连续四年居世界第二。因此，修订鼓励目录是当前形势下进一步稳外资的重要举措，不仅有利于推进高水平对外开放、加快构建新发展格局，也有利于进一步稳住外商投资、优化投资结构、提振外资预期和信心。鼓励外商投资产业目录是我国重要的外商投资促进政策，也是重要的外资产业和区域政策。

The vigorous development of foreign-invested enterprises, especially foreign-invested manufacturing industry, is an important force of strengthening China's high-quality economic development. Since the 18th National Congress of the Communist Party of China, China has promoted high-level opening-up, fostered a market-based legalized

and international first-class business environment, steadily increased the scale of foreign investment utilization, and continuously optimized the structure of investment attraction. In 2021, China's actual use of foreign investment reached RMB1.15 trillion, with an increase of 62.9% over 2012, ranking second worldwide for four consecutive years. Therefore, the modification of the Encouragement Catalogue is an important measure for further stabilizing foreign investment under the current situation. It is not only conducive to promoting high-level opening-up and accelerating the construction of a new development pattern, but also conducive to further stabilizing foreign investment, optimizing the investment structure, and boosting foreign investment expectations and confidence. The Encouragement Catalogue is an important foreign investment promotion policy in China, as well as an important industrial and regional policy for foreign investment.

近年来，新一轮科技革命和产业变革在全球范围内向纵深演进，正深刻改变着全球产业格局。同时，在百年变局和世纪疫情交织影响下，全球产业链供应链呈现区域化、本土化、短链化趋势，这对我国更好吸引外资提出了更高要求。在这样的背景下，《若干政策措施》和新版鼓励目录的发布可谓恰逢其时，为引导外资企业参与国内产业结构升级营造了良好氛围。为实现高质量发展，我国正在加快推动制造业高端化、智能化、绿色化发展。做好制造业引进外资工作，对于促进我国制造业转型升级、更好融入全球产业分工和合作具有十分重要的意义。

In recent years, a new round of scientific and technological revolution and industrial transformation has evolved in depth worldwide and is profoundly changing the global industrial pattern. At the same time, under the intertwined influence of changes and epidemic in the century, the global industrial chain and supply chain have shown a trend of regionalization, localization and short chain, which puts forward higher requirements for China to better attract foreign investment. Under such background, the release of Several Policies and Measures and the new edition of Encouragement Catalogue is just in time, which has fostered a good atmosphere for guiding foreign enterprises to participate in the upgrading of domestic industrial structure. To achieve high-quality development, China is accelerating the promotion of the high-end, intelligent and green development of manufacturing industry. It is of great significance to attract foreign investment into the manufacturing industry to promote the transformation and upgrading of China's manufacturing industry and better integrate into the global industrial division and cooperation.

综上所述，通过我们上文解读，精准实施各项政策，鼓励跨国公司在华投资制造业，定能进一步夯实制造业吸引外资优势，推动利用外资高质量发展，为推



动构建新发展格局做出更大贡献。在此，再给个小贴士哦，符合2022年版鼓励目录的外商投资在建项目，可以享受新版鼓励目录有关优惠政策。

To sum up, through our interpretation above, by precisely implementing various policies and encouraging multinational companies to invest in manufacturing industry, China will further consolidate the advantages of manufacturing industry in attracting foreign investment, promoting the high-quality development of foreign investment utilization and making greater contributions to the construction of a new development pattern. Here is another tip: foreign invested projects under construction that conform to the 2022 edition of Encouragement Catalogue can enjoy relevant preferential policies.