Trade and Industry Department
The Government of the Hong Kong Special Administrative Region
香港特別行政區政府　工業貿易署

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Director-General of Trade and Industry 工業貿易署署長

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香港貨運物流業協會有限公司主席
蘇立夫先生

蘇主席：

關於香港服務提供者在廣東投資實行備案管理

內地和香港在《內地與香港關於建立更緊密經貿關係的安排》框架下簽署的《關於內地在廣東與香港基本實現服務貿易自由化的協議》（《廣東協議》），已經在本年 3 月 1 日實施。《廣東協議》的其中一項規定，是除特定例外情形外，香港服務提供者在廣東投資設立公司、其合同章程，以及公司設立後相關合同章程的變更，由審批改爲備案管理，以便利香港服務提供者在內地拓展業務。

為配合上述規定的實施，國家商務部公布了《港澳服務提供者在廣東省投資備案管理辦法（試行）》，並對其「外商投資線上辦事系統」進行升級，增加香港服務提供者投資事項備案功能，供香港服務提供者填報備案資訊。該線上備案系統已正式啟用。

專此致函向閣下及貴會會員推介上述新制度及措施。為方便貴會會員了解詳情，隨函夾附簡介單張，供貴會會員參閱。

服務市民 SERVING THE COMMUNITY

我們殷切期望與貴會繼續緊密合作，協助業界拓展內地市場。如有查詢，請聯絡本署助理署長歐慧心女士（電話：2398 5307；電郵：winsomeau@tid.gov.hk）或首席貿易主任查志文先生（電話：2398 5723；電郵：arthurchar@tid.gov.hk）。

工業貿易署署長

附件

二〇一五年九月一日

《關於內地在廣東與香港基本實現服務貿易自由化的協議》香港服務提供者在廣東省投資公司設立及變更的合同、章程審批改爲備案管理

內地和香港已於2014年12月18日在《內地與香港關於建立更緊密經貿關係的安排》(《安排》)框架下簽署《關於內地在廣東與香港基本實現服務貿易自由化的協議》(《廣東協議》)。《廣東協議》於2015年3月1日起實施。為便利投資，香港服務提供者在廣東省投資《廣東協議》對香港開放的服務貿易領域，除特定例外情形，其公司設立及變更的合同、章程審批改爲備案管理，備案後按內地有關規定辦理相關手續。上述例外情形包括：

(a) 《廣東協議》內涉及保留的限制性措施及電信、文化領域公司、金融機構的設立及變更按現行外商投資法律法規以及相關規定辦理；及

(b) 公司以外其他形式的商業存在的設立及變更按現行有關規定辦理。

2. 就此，中華人民共和國商務部已公布《港澳服務提供者在廣東省投資備案管理辦法(試行)》[1](《辦法》)，自2015年3月1日起施行；並對「外商投資線上辦事系統」進行升級，增加香港服務提供者投資事項備案功能，供香港服務提供者填報備案資訊。線上備案系統已正式啟用，網址如下(見網頁上「港澳服務提供者投資事項備案」選項)：

http://wzzxbs.mofcom.gov.cn/app/entp/guide

3. 《辦法》適用於其規定備案範圍內香港服務提供者在廣東省內新設立的企業、或香港服務提供者所投資企業自廣東省外遷入、或香港服務提供者已在廣東省內設立的企業發生以下變更：投資總額變更、註冊資本變更、股權或合作權益變更或轉讓、股權質押、合併或分立、經營範圍變更、經營期限變更、提前終止、出資方式或出資期限變更、合作企業港澳服務提供者先行回收投資、企業名稱變更、或註冊地址變更。《辦法》適用於廣東省，但香港服務提供者在中國(廣東)自由貿易試驗區投資，參照適用自由貿易試驗區有關規定。目前，由廣州市、深圳市、珠海市及汕頭市商務主管部門負責其轄區內香港投資企業設立及變更備案事項，在上述4市以外的投資事項備案，由廣東省商務

[1] 《港澳服務提供者在廣東省投資備案管理辦法(試行)》：
http://www.mofcom.gov.cn/article/b/f/201503/20150300908093.shtml

廳負責在備案系統中辦理備案事項。一般情況下，備案企業可以在3個工作天內收到備案完成通知。完成備案的，可在企業註冊地領取備案證明。有關備案程序的其他詳情和規定，請參閱《辦法》。

4. 按照《安排》的規定，香港服務提供者可以是「法人」或「自然人」。「法人」香港服務提供者必須先取得《香港服務提供者證明書》方可辦理備案。有關申請《香港服務提供者證明書》的要求及程序，請參閱工業貿易署於 2015 年 2 月 18 日發出的《致服務提供者通告》第 1/2015 號。而「自然人」香港服務提供者辦理備案則無需出具《香港服務提供者證明書》。

5. 如對備案事宜有任何疑問，請使用上文第 2 段提及的線上備案系統的諮詢服務，或向內地企業所在地的商務主管部門查詢。

The Agreement between the Mainland and Hong Kong on Achieving Basic Liberalization of Trade in Services in Guangdong
The Establishment of Enterprises and Changes of Contracts and Articles of Association by Hong Kong Service Suppliers investing in Guangdong Province are Subject to Filing of Records instead of Prior Approval

The Mainland and Hong Kong signed the Agreement between the Mainland and Hong Kong on Achieving Basic Liberalization of Trade in Services in Guangdong ("the Guangdong Agreement") on 18 December 2014 under the framework of the Mainland and Hong Kong Closer Economic Partnership Arrangement (CEPA). The Guangdong Agreement has been implemented as from 1 March 2015. To facilitate HKSS investing in service sectors opened to Hong Kong in Guangdong Province under the Guangdong Agreement, except for certain specific situations, the establishment of enterprises and changes of contracts and articles of association are subject to filing of records instead of prior approval, to be followed by other applicable procedures in accordance with relevant regulations of the Mainland. The above-mentioned specific exceptional situations include:

(a) The reserved restrictive measures under the Guangdong Agreement, and the establishment and change of a company in telecommunications or cultural service sector or a financial institution are subject to existing foreign investment laws and relevant regulations; and

(b) The establishment and change of commercial presence other than in the form of a company are processed in accordance with the relevant existing regulations.

2. In this connection, the Ministry of Commerce of the People's Republic of China has promulgated the "Administrative Measures for the Record-filing of Investments of Hong Kong and Macao Service Suppliers in Guangdong Province (for Trial Implementation)"[2] (Measures) for implementation with effect from 1 March 2015 and upgraded the Online Administrative System for Foreign Investment to provide the filing function for HKSS to fill in information required. The online filing system has been put in place officially at the following website (please refer to the option for "Filing of Investments by Hong Kong and Macao Service Suppliers" on the webpage):

http://wzzxbs.mofcom.gov.cn/app/entp/guide

3. Within the stipulated scope for filing of records, the Measures are applicable to companies newly established in Guangdong Province by HKSS, or Mainland companies invested by HKSS moving into Guangdong Province, or the following changes in companies established by HKSS in Guangdong Province:

[2] "Administrative Measures for the Record-filing of Investments of Hong Kong and Macao Service Suppliers in Guangdong Province (for Trial Implementation)" (in Chinese only): http://www.mofcom.gov.cn/article/b/f/201503/20150300908093.shtml

change in total investments; change in registered capital; change or transfer of share rights or assignment of interests; pledge of share rights; mergers or divisions; change in the scope of business; change in operation duration; early termination; change in investment contribution or duration; withdrawal of investments from the joint venture by Hong Kong and Macao service suppliers; change in company name; or change in registered address. Although the Measures are applicable in Guangdong Province, HKSS' investments in China (Guangdong) Pilot Free Trade Zone are subject to the relevant regulations of the Pilot Free Trade Zone. Presently, the Commerce Departments of Guangzhou, Shenzhen, Zhuhai and Shantou Municipals are responsible for the filing administration of the establishment and change of commercial presence for HKSS in the respective municipals. The filing administration of investments outside the above 4 municipals are dealt with under the Filing System by the Department of Commerce of Guangdong Province. Under normal circumstances, a company will receive a notification of the result of the filing procedures in three working days. After filing, the company can collect the filing certificate at the place of its registration. For other details and regulations of the filing procedures, please refer to the Measures.

4. Under CEPA, HKSS can be a "juridical person" or "natural person". HKSS in the capacity of a juridical person must obtain a Hong Kong Service Supplier Certificate before filing the record. For the requirements and procedures of application for HKSS Certificate, please refer to Notice to Service Suppliers No. 1/2015 issued on 18 February 2015 by Trade and Industry Department. HKSS in the capacity of a natural person does not need a HKSS Certificate to file the record.

5. If you have any questions on the filing administration, please use the consultation service of the online filing system mentioned in paragraph 2 above or enquire the local Commerce Department in the Mainland.