

第一章 总则	Chapter 1: General Provisions
<p>第一条 为了规范公司的组织和行为，保护公司、股东、职工和债权人的合法权益，完善中国特色现代企业制度，弘扬企业家精神，维护社会经济秩序，促进社会主义市场经济的发展，根据宪法，制定本法。</p>	<p>Article 1 In order to regulate the company's organization and behavior, protect the legitimate rights and interests of the company, shareholders, employees and creditors, improve the modern enterprise system with Chinese characteristics, promote entrepreneurship, maintain social and economic order, and promote the development of the socialist market economy, in accordance with the Constitution , enact this law.</p>
<p>第二条 本法所称公司，是指依照本法在中华人民共和国境内设立的有限责任公司和股份有限公司。</p>	<p>Article 2 The term "company" as mentioned in this Law refers to limited liability companies and joint-stock companies established within the territory of the People's Republic of China in accordance with this Law.</p>
<p>第三条 公司是企业法人，有独立的法人财产，享有法人财产权。公司以其全部财产对公司的债务承担责任。 公司的合法权益受法律保护，不受侵犯。</p>	<p>Article 3 A company is a legal entity, has independent legal person property, and enjoys property rights that is legally separate from the personal assets of its shareholders. The entirety of the company's property is liable for the company's debts. The company's legitimate rights and interests are protected by law and shall not be infringed upon.</p>
<p>第四条 有限责任公司的股东以其认缴的出资额为限对公司承担责任；股份有限公司的股东以其认购的股份为限对公司承担责任。 公司股东对公司依法享有资产收益、参与重大决策和选择管理者等权利。</p>	<p>Article 4 Shareholders of a limited liability company shall be liable to the company to the extent of the capital contribution they have subscribed; shareholders of a joint stock company shall be liable to the company to the extent of the shares they have subscribed. The company's shareholders enjoy the rights to the company's asset returns, participate in major decisions, and choose managers according to law.</p>
<p>第五条 设立公司应当依法制定公司章程。公司章程对公司、股东、董事、监事、高级管理人员具有约束力。</p>	<p>Article 5 When establishing a company, the company's articles of association shall be formulated in accordance with the law. The company's articles of association are binding on the company, shareholders, directors, supervisors, and senior managers.</p>
<p>第六条 公司应当有自己的名称。公司名称应当符合国家有关规定。 公司的名称权受法律保护。</p>	<p>Article 6 A company should have its own name. The company name should comply with relevant national regulations. The company's name rights are protected by law.</p>
<p>第七条 依照本法设立的有限责任公司，应当在公司名称中标明有限责任公司或者有限公司字样。 依照本法设立的股份有限公司，应当在公司名称中标明股份有限公司或者股份公司字样。</p>	<p>Article 7 A limited liability company established in accordance with this Law shall indicate the words "limited liability company" or "limited company" in the company name. A joint-stock company established in accordance with this Law shall indicate the words joint-stock company or joint-stock company in the company name.</p>
<p>第八条 公司以其主要办事机构所在地为住所。</p>	<p>Article 8 A company shall be domiciled at the location of its main office.</p>

<p>第九条 公司的经营范围由公司章程规定。公司可以修改公司章程，变更经营范围。公司的经营范围中属于法律、行政法规规定须经批准的项目，应当依法经过批准。</p>	<p>Article 9 The company's business scope is stipulated in the company's articles of association. A company can amend its articles of association and change its business scope. Projects within the company's business scope that are subject to approval under laws and administrative regulations must be approved in accordance with the law.</p>
<p>第十条 公司的法定代表人按照公司章程的规定，由代表公司执行公司事务的董事或者经理担任。担任法定代表人的董事或者经理辞任的，视为同时辞去法定代表人。法定代表人辞任的，公司应当在法定代表人辞任之日起三十日内确定新的法定代表人。</p>	<p>Article 10 The legal representative of a company shall be the director or manager who represents the company in executing corporate affairs in accordance with the provisions of the company's articles of association. If a director or manager who serves as the legal representative resigns, he shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the company shall determine a new legal representative within thirty days from the date of resignation of the legal representative.</p>
<p>第十一条 法定代表人以公司名义从事的民事活动，其法律后果由公司承受。公司章程或者股东会对法定代表人职权的限制，不得对抗善意相对人。法定代表人因执行职务造成他人损害的，由公司承担民事责任。公司承担民事责任后，依照法律或者公司章程的规定，可以向有过错的法定代表人追偿。</p>	<p>Article 11 The legal consequences of civil activities conducted by the legal representative in the name of the company shall be borne by the company. The restrictions on the powers of the legal representative in the company's articles of association or the shareholders' meeting shall not antagonize bona fide counterparties. If the legal representative causes damage to others due to the performance of his duties, the company shall bear civil liability. After the company assumes civil liability, it may recover compensation from the at-fault legal representative in accordance with the provisions of the law or the company's articles of association.</p>
<p>第十二条 有限责任公司变更为股份有限公司，应当符合本法规定的股份有限公司的条件。股份有限公司变更为有限责任公司，应当符合本法规定的有限责任公司的条件。有限责任公司变更为股份有限公司的，或者股份有限公司变更为有限责任公司的，公司变更前的债权、债务由变更后的公司承继。</p>	<p>Article 12 To change a limited liability company into a joint stock company, it must meet the conditions for a joint stock company stipulated in this Law. To change a joint-stock company into a limited liability company, it must meet the conditions for a limited liability company stipulated in this Law. If a limited liability company is changed into a joint-stock company, or a joint-stock company is changed into a limited liability company, the claims and debts of the company before the change shall be inherited by the company after the change.</p>
<p>第十三条 公司可以设立子公司。子公司具有法人资格，依法独立承担民事责任。公司可以设立分公司。分公司不具有法人资格，其民事责任由公司承担。</p>	<p>Article 13 A company may establish subsidiaries. Subsidiaries have legal personality and independently bear civil liability in accordance with the law. A company can set up branches. A branch does not have legal personality and its civil liability shall be borne by the company.</p>

<p>第十四条 公司可以向其他企业投资。 法律规定公司不得成为对所投资企业的债务承担连带责任的出资人的，从其规定。</p>	<p>Article 14 The company may invest in other enterprises. If the law stipulates that a company shall not become an investor jointly and severally liable for the debts of the enterprise it invests in, such provisions shall prevail.</p>
<p>第十五条 公司向其他企业投资或者为他人提供担保，按照公司章程的规定，由董事会或者股东会决议；公司章程对投资或者担保的总额及单项投资或者担保的数额有限额规定的，不得超过规定的限额。 公司为公司股东或者实际控制人提供担保的，应当经股东会决议。 前款规定的股东或者受前款规定的实际控制人支配的股东，不得参加前款规定事项的表决。该项表决由出席会议的其他股东所持表决权的过半数通过。</p>	<p>Article 15 When a company invests in other enterprises or provides guarantees for others, it shall be resolved by the board of directors or shareholders' meeting in accordance with the provisions of the company's articles of association; if the company's articles of association have limits on the total amount of investment or guarantee and the amount of a single investment or guarantee, the amount shall not exceed prescribed limits. If the company provides guarantees for the company's shareholders or actual controllers, it must be resolved by the shareholders' meeting. The shareholders stipulated in the preceding paragraph or the shareholders controlled by the actual controller stipulated in the preceding paragraph shall not participate in voting on the matters stipulated in the preceding paragraph. The vote shall be passed by more than half of the voting rights held by other shareholders present at the meeting.</p>
<p>第十六条 公司应当保护职工的合法权益，依法与职工签订劳动合同，参加社会保险，加强劳动保护，实现安全生产。 公司应当采用多种形式，加强公司职工的职业教育和岗位培训，提高职工素质。</p>	<p>Article 16 The company shall protect the legitimate rights and interests of employees, sign labor contracts with employees in accordance with the law, participate in social insurance, strengthen labor protection, and achieve safe production. Companies should adopt various forms to strengthen vocational education and job training for company employees and improve the quality of employees.</p>
<p>第十七条 公司职工依照《中华人民共和国工会法》组织工会，开展工会活动，维护职工合法权益。公司应当为本公司工会提供必要的活动条件。公司工会代表职工就职工的劳动报酬、工作时间、休息休假、劳动安全卫生和保险福利等事项依法与公司签订集体合同。 公司依照宪法和有关法律的规定，建立健全以职工代表大会为基本形式的民主管理制度，通过职工代表大会或者其他形式，实行民主管理。 公司研究决定改制、解散、申请破产以及经营方面的重大问题、制定重要的规章制度时，应当听取公司工会的意见，并通过职工代表大会或者其他形式听取职工的意见和建议。</p>	<p>Article 17 Company employees shall organize trade unions in accordance with the Trade Union Law of the People's Republic of China, carry out trade union activities, and safeguard the legitimate rights and interests of employees. The company shall provide necessary activity conditions for the company's trade union. The company's labor union represents the employees and signs a collective contract with the company in accordance with the law on matters such as labor remuneration, working hours, rest and vacation, labor safety and health, and insurance benefits. In accordance with the provisions of the Constitution and relevant laws, the company has established and improved a democratic management system with the workers' congress as the basic form, and implemented democratic management through the workers' congress or other forms. When a company considers and decides on restructuring, dissolution, filing for bankruptcy, major issues in operations, or formulating important rules and regulations, it</p>

	shall listen to the opinions of the company's labor union and listen to the opinions and suggestions of employees through the workers' representative conference or other forms.
第十八条 在公司中，根据中国共产党章程的规定，设立中国共产党的组织，开展党的活动。公司应当为党组织的活动提供必要条件。	Article 18 In the company, in accordance with the provisions of the Constitution of the Communist Party of China, an organization of the Communist Party of China shall be established to carry out party activities. The company should provide necessary conditions for the activities of party organizations.
第十九条 公司从事经营活动，应当遵守法律法规，遵守社会公德、商业道德，诚实守信，接受政府和社会公众的监督。	Article 19 When a company engages in business activities, it shall abide by laws and regulations, abide by social ethics and business ethics, be honest and trustworthy, and accept supervision from the government and the public.
第二十条 公司从事经营活动，应当充分考虑公司职工、消费者等利益相关者的利益以及生态环境保护等社会公共利益，承担社会责任。国家鼓励公司参与社会公益活动，公布社会责任报告。	Article 20 When a company engages in business activities, it shall fully consider the interests of its employees, consumers and other stakeholders as well as social public interests such as ecological and environmental protection, and assume social responsibilities. The state encourages companies to participate in social welfare activities and publish social responsibility reports.
第二十一条 公司股东应当遵守法律、行政法规和公司章程，依法行使股东权利，不得滥用股东权利损害公司或者其他股东的利益。公司股东滥用股东权利给公司或者其他股东造成损失的，应当承担赔偿责任。	Article 21 Shareholders of a company shall abide by laws, administrative regulations and the company's articles of association, exercise shareholder rights in accordance with the law, and shall not abuse shareholder rights to harm the interests of the company or other shareholders. If a company's shareholders abuse their rights and cause losses to the company or other shareholders, they shall be liable for compensation.
第二十二条 公司的控股股东、实际控制人、董事、监事、高级管理人员不得利用关联关系损害公司利益。违反前款规定，给公司造成损失的，应当承担赔偿责任。	Article 22 The company's controlling shareholders, actual controllers, directors, supervisors, and senior managers shall not use related relationships to harm the interests of the company. Anyone who violates the provisions of the preceding paragraph and causes losses to the company shall be liable for compensation.
第二十三条 公司股东滥用公司法人独立地位和股东有限责任，逃避债务，严重损害公司债权人利益的，应当对公司债务承担连带责任。股东利用其控制的两个以上公司实施前款规定行为的，各公司应当对任一公司的债务承担连带责任。只有一个股东的公司，股东不能证明公司财产独立于股东自己的财产的，应当对公司债务承担连带责任。	Article 23 If a company's shareholders abuse the company's independent status as a legal person and the limited liability of shareholders, evade debts, and seriously damage the interests of the company's creditors, they shall bear joint and several liability for the company's debts. If a shareholder uses two or more companies under his control to carry out the acts specified in the preceding paragraph, each company shall bear joint and several liability for the debts of any company. In a company with only one shareholder, if the

	shareholder cannot prove that the company's property is independent of the shareholder's own property, he shall bear joint and several liability for the company's debts.
第二十四条 公司股东会、董事会、监事会召开会议和表决可以采用电子通信方式，公司章程另有规定的除外。	Article 24 The company's shareholders' meeting, board of directors, and board of supervisors may hold meetings and vote by electronic communication, unless otherwise provided in the company's articles of association.
<p>第二十五条 公司股东会、董事会的决议内容违反法律、行政法规的无效。</p> <p>第二十六条 公司股东会、董事会的会议召集程序、表决方式违反法律、行政法规或者公司章程，或者决议内容违反公司章程的，股东自决议作出之日起六十日内，可以请求人民法院撤销。但是，股东会、董事会的会议召集程序或者表决方式仅有轻微瑕疵，对决议未产生实质影响的除外。未被通知参加股东会会议的股东自知道或者应当知道股东会决议作出之日起六十日内，可以请求人民法院撤销；自决议作出之日起一年内没有行使撤销权的，撤销权消灭。</p>	<p>Article 25 The resolutions of the company's shareholders' meeting and board of directors are invalid if they violate laws and administrative regulations.</p> <p>Article 26 If the convening procedures or voting methods of the company's shareholders' meeting or board of directors' meeting violate laws, administrative regulations or the company's articles of association, or the content of the resolution violates the company's articles of association, shareholders may request the people's court to revoke the resolution within sixty days from the date the resolution is made. . However, there are only minor flaws in the convening procedures or voting methods of the shareholders' meeting or the board of directors' meeting, which do not have a substantial impact on the resolution. Shareholders who have not been notified to participate in the shareholders' meeting may request the people's court to revoke the resolution within sixty days from the date when they know or should know that the resolution is made; if they do not exercise the right to revoke within one year from the date the resolution is made, the right to revoke shall be extinguished.</p>
<p>第二十七条 有下列情形之一的，公司股东会、董事会的决议不成立：</p> <p>（一）未召开股东会、董事会会议作出决议；</p> <p>（二）股东会、董事会会议未对决议事项进行表决；（三）出席会议的人数或者所持表决权数未达到本法或者公司章程规定的人数或者所持表决权数；</p> <p>（四）同意决议事项的人数或者所持表决权数未达到本法或者公司章程规定的人数或者所持表决权数。</p>	<p>Article 27 If any of the following circumstances occurs, the resolution of the company's shareholders' meeting or board of directors shall be invalid:</p> <p>(1) No shareholders' meeting or board of directors meeting was held to make resolutions;</p> <p>(2) The shareholders' meeting and the board of directors' meeting did not vote on resolution matters;</p> <p>(3) The number of people attending the meeting or the number of voting rights held does not reach the number or number of voting rights stipulated in this Law or the company's articles of association;</p> <p>(4) The number of people or the number of voting rights they hold who agree to the resolution does not reach the number of people or the</p>

	<p>number of voting rights they hold as stipulated in this Law or the company's articles of association.</p>
<p>第二十八条 公司股东会、董事会决议被人民法院宣告无效、撤销或者确认不成立的，公司应当向公司登记机关申请撤销根据该决议已办理的登记。股东会、董事会决议被人民法院宣告无效、撤销或者确认不成立的，公司根据该决议与善意相对人形成的民事法律关系不受影响。</p>	<p>Article 28 If the resolution of the company's shareholders' meeting or board of directors is declared invalid, revoked or confirmed to be invalid by the people's court, the company shall apply to the company registration authority to cancel the registration that has been processed based on the resolution. If the resolutions of the shareholders' meeting or the board of directors are declared invalid, revoked or confirmed to be invalid by the people's court, the civil legal relationship formed between the company and its bona fide counterparties based on the resolution will not be affected.</p>