

# Implementation Measures on Registration and Administration of Enterprise Names

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### CHAPTER I — GENERAL PRINCIPLES

Article 1. These Measures are formulated in accordance with the provisions of the Administrative Regulations on Registration of Enterprise Names and relevant laws and administrative regulations for the purposes of strengthening and improving the registration and administration of enterprise names, protecting the legal rights and interests of the owners of enterprise names and maintaining fair and orderly competition.

Article 2. These Measures are applicable to names of enterprise legal persons and non-legal-person enterprises registered with the administration for industry and commerce.

Article 3. An enterprise shall choose its own name in accordance with the law and apply for registration of the name. The enterprise shall enjoy the right to its name with effect from the date of its establishment.

Article 4. The administration for industry and commerce at all levels shall examine, approve and register enterprise names in accordance with the law.

Approval of enterprise name beyond the limit of authority shall be ordered for rectification.

Article 5. The administration for industry and commerce shall implement a tier system for registration and administration of enterprise names at different levels. The State Administration for Industry and Commerce shall be responsible for enterprise name registration and administration nation-wide, and is responsible for examination and approval of the following types of enterprise names:

(1) names which start with the wording "China", "Chinese", "All-China", "National" or "International", etc;

(2) names which contain the wording "China", "Chinese", "All-China", "National", etc; and

(3) names which do not contain the name of an administrative region.

Local administration for industry and commerce shall be responsible for examination and approval of enterprise names of the following types which are not included in the preceding paragraph:

(1) names which start with the name of the administrative region at the same level; and

(2) names which contain the name of the administrative region at the same level, as mentioned in Article 12 of these Measures.

Administration for industry and commerce authorised by the State Administration for Industry and Commerce to examine, approve and register foreign investment enterprises shall examine and approve the enterprise names of foreign investment enterprises in accordance with these Measures.

## CHAPTER II — ENTERPRISE NAMES

Article 6. The name of an enterprise legal person shall not contain the name of another legal person, unless otherwise provided by the State Administration for Industry and Commerce.

Article 7. An enterprise name may not contain the name of another enterprise.

The name of a branch office of an enterprise shall include the name of the parent enterprise.

Article 8. Enterprise names shall be made up of Chinese characters which comply with State standards, and shall not use Chinese phonetic alphabet or Arabic numerals.

If an enterprise name needs to be translated into a foreign language for use, the enterprise may translate the name accordingly for use and is not required to report to the administration for industry and commerce for examination, approval and registration.

Article 9. Enterprise names shall be made up of the name of an administrative region, the firm, industry, and organisational form of the enterprise, in that order, unless otherwise provided by laws, administrative regulations or these Measures.

Article 10. Except for enterprises established by the decision of the State Council, enterprise names shall not start with the wordings "China", "Chinese", "All-China", "National" or "International", etc.

Where the wordings "China", "Chinese", "All-China", "National", "International", etc are used in the middle of an enterprise name, these words shall only be used to define the nature of the profession.

A wholly foreign-owned enterprise or foreign-controlled enterprise which uses the name of a foreign (or regional) enterprise which contributes investment may use the word "China" in the middle of its name.

Article 11. The administrative classification in an enterprise name shall be the name of the administrative region at county level and above, where the enterprise is located.

The name of a district in a municipality may not be used singly as administrative classification in an enterprise name. If the names of a district in a municipality and a municipal administrative region are used together in an enterprise name, they shall be examined and approved by the relevant municipal administration for industry and commerce.

If the names of provincial, municipal and county administrative regions are used together in an enterprise name, the enterprise name shall be examined and approved by the administration for industry and commerce at the highest level among such administrative regions.

Article 12. An enterprise legal person which satisfies the follow conditions may insert the administrative classification after the firm name and before the organisational form in its enterprise name:

- (1) the firm name in the enterprise name of the controlling enterprise is used; and
- (2) the enterprise name of the controlling enterprise does not contain an administrative classification.

Article 13. Upon examination and approval by the State Administration for Industry and Commerce, an enterprise legal person which satisfies any of the following conditions may use an enterprise name which does not contain an administrative classification:

- (1) approval of the State Council;
- (2) registered with the State Administration for Industry and Commerce;
- (3) registered capital (or registered funds) of RMB50,000,000 and above; and
- (4) other conditions stipulated by the State Administration for Industry and Commerce.

Article 14. The firm name in an enterprise name shall be made up of 2 or more characters.

An administrative classification shall not be used as a firm name, unless such administrative classification of county level or above has an implied meaning.

Article 15. The name of an individual investor may be used as the firm name in an enterprise name.

Article 16. The industry representation in an enterprise name shall reflect the economic sector which the enterprise belongs to or shall describe the business characteristics of the enterprise.

The industry terminology used in an enterprise name shall be consistent with the scope of business of the enterprise.

Article 17. If the nature of the economic activities undertaken by an enterprise can be classified into different major sectors of national economy, the category of the sector of national economy in which the enterprise's principal economic activities belong shall be represented in the name of the enterprise.

Article 18. Enterprises which satisfy the following conditions may exclude industry representation in their name:

- (1) the nature of economic activities undertaken by the enterprise can be classified into 5 or more major sectors of national economy;

(2) the registered capital (or registered funds) of the enterprise shall be RMB100,000,000 and above or the enterprise is the parent company of a group of companies; and

(3) the firm name is different from firm names in other enterprise names registered with the same administration for industry and commerce.

Article 19. The name of a country (region) or the name of an administrative region at county level or above may be inserted after a firm name in an enterprise name for the purpose of highlighting their business characteristics.

The aforesaid name of country (region) or administrative region at county level or above shall not be deemed as an administrative classification within the enterprise name.

Article 20. An enterprise name shall not state or imply that the enterprise engages in activities beyond its scope of business.

### CHAPTER III — REGISTRATION OF ENTERPRISE NAMES

Article 21. The business licence of an enterprise shall state only one enterprise name.

Article 22. An application for preliminary approval of an enterprise name shall be made prior to the establishment of a company.

Where it is provided by laws or administrative regulations that examination and approval procedures are required for the establishment of an enterprise or for any particular item in the scope of business of the enterprise, the application for preliminary approval of the enterprise name shall be made prior to such examination and approval procedures and the enterprise name approved by the administration for industry and commerce shall be submitted for such examination and approval procedures.

An application for preliminary approval of an enterprise name may be made prior to the establishment of other enterprises.

Article 23. The application for preliminary approval of an enterprise name shall be signed by the representative or authorised agent designated by all the investors, partners and cooperating parties (hereafter referred to as the "investors") of the enterprise.

The application for preliminary approval of an enterprise name shall state the proposed enterprise name (two or more choices may be stated), address, registered capital, scope of business, name of the investor(s) and the amount of capital contribution(s) and investment ratio, power of attorney (stating the name, limit of authority and term of appointment of the representative(s) or authorised agent(s)) of the enterprise proposed to be established, and shall be signed and sealed by all investors.

The application for preliminary approval of an enterprise name shall be supported with a photocopy of the identification certificate of the representative(s) or authorised agent(s).

Article 24. The administration for industry and commerce shall, on submission of an application for preliminary approval of an enterprise name, decide to approve or reject the application on the spot. A "Notice of Preliminary Approval of Enterprise Name" shall be issued to successful applicants. A "Notice of Rejection of Enterprise Name" shall be issued to unsuccessful applicants.

Applications for preliminary approval of an enterprise name submitted by mail, fax, or electronic data exchange shall comply with the provisions of the Regulations and Procedures for Enterprise Registration.

Article 25. The "Notice of Preliminary Approval of Enterprise Name" shall be submitted for the application for establishment registration of an enterprise.

Where the enterprise is unable to submit examination and approval documents for examination and approval procedures stipulated by laws and administrative regulations, the enterprise registration authorities shall not register the enterprise with the preliminarily approved enterprise name.

Where the preliminary approval of an enterprise name is not handled by the same administration for industry and commerce handling the enterprise registration, the enterprise registration authorities shall file all documents for the registration within 30 days from the date of enterprise registration with the administration for industry and commerce which granted preliminary approval of the enterprise name.

Article 26. Applications for name change shall be submitted to the enterprise registration authorities.

Where the application for name change falls under the jurisdiction of the enterprise registration authorities, the registration authority shall handle the name change registration.

Where the application for name change does not fall under the jurisdiction of the enterprise registration authorities, the application shall be handled in accordance with the provisions of Article 27 of these Measures.

Within 30 days from the approval of name change, the enterprise shall apply for name change registration for the names of its branch companies.

Article 27. Where the preliminary approval of an enterprise name is not handled by the same administration for industry and commerce handling the enterprise registration, the enterprise registration authorities shall conduct a preliminary examination of the application and forward the application to the administration for industry and commerce which has authority over the enterprise name with a name change examination opinion for the application.

The name change examination opinion shall state the original name of the enterprise, the proposed new name (two or more choices may be stated), address, registered capital, scope of business, name of the investor(s) and shall be affixed with the seal of the enterprise registration authorities. The administration for industry and commerce which has authority over the enterprise name shall decide to approve or reject the application within 5 days from receipt of the name change examination opinion. A "Notice of Approval of Name Change" shall be issued to successful applicants. A "Notice of Rejection of Enterprise Name" shall be issued to unsuccessful applicants.

The enterprise registration authorities shall file all documents for the registration with the administration of industry and commerce which granted the preliminary approval of the enterprise name within 30 days from the approval of name change registration.

Article 28. The preliminary approval of enterprise name and approval of name change shall be valid for 6 months. Upon expiry of the period, the approved name shall cease to be valid.

Article 29. Where an enterprise is revoked of its rights to engage in a particular business and the enterprise name represents that the enterprise engages in such business, the enterprise shall apply to the registration authorities for name change and registration within 1 month from the revocation of its right to engage in such business.

Article 30. Where an enterprise is applying for de-registration or its business licence is being revoked and the enterprise name was not approved by the administration for industry and

commerce handling the de-registration, the registration authority handling the de-registration shall file all documents for the de-registration and its decision to impose administrative punishment with the administration for industry and commerce which granted the approval of the enterprise name.

Article 31. Approval of enterprise name shall not granted under any of the following situations:

(1) the firm name is the same as that in an enterprise name from the same industry approved or registered by the same administration of industry and commerce, unless there is an investment relationship between the enterprises;

(2) the firm name is the same as that in an enterprise name approved or registered by the same administration for industry and commerce or registered in accordance with the provisions of Article 18 of these Measures, unless there is an investment relationship between the enterprises;

(3) the name is identical to the original name of another enterprise which has been changed during the past one year;

(4) the name is identical to the enterprise name of an enterprise which is de-registered or which has its business licence revoked during the past 3 years;

(5) the name is in violation of the provisions of laws or administrative regulations.

Article 32. The administration for industry and commerce shall keep records of enterprise name approval and registration.

Article 33. The "Notice of Preliminary Approval of Enterprise Name", "Notice of Approval of Name Change", "Notice of Rejection of Enterprise Name" and the standard form for approval and registration of enterprise names shall be formulated by the State Administration for Industry and Commerce.

Article 34. Names of foreign (regional) enterprises shall be protected in accordance with the relevant international treaties, conventions and agreements to which China is a party.

#### CHAPTER IV — USE OF ENTERPRISE NAMES

Article 35. Preliminarily approved enterprise names may not be used in relation to economic activities or transferred within the validity period of the said name.

Approved name stated in the "Notice of Approval of Name Change" shall not be used for business activities or transferred prior to registration of the name change with the registration authorities.

Article 36. Enterprise names shall be displayed at the business premises.

Article 37. The enterprise name used for the seal, bank account and letterhead shall be the same as the enterprise name on the business licence.

Article 38. The enterprise name used in legal documents shall be the same as the enterprise name on the business licence.

Article 39. The use of enterprise name shall comply with the principles of honesty and trustworthiness.

#### CHAPTER V — SUPERVISION AND ADMINISTRATION, AND HANDLING OF DISPUTES

Article 40. The administration for industry and commerce at all levels shall supervise and administer the use of enterprise names of enterprises which conduct activities within the areas under their jurisdiction.

Article 41. Where the use of a registered enterprise name amounts is misleading to the general public, creates misunderstandings or infringes upon the lawful rights and interests of other persons, the enterprise name shall be deemed as inappropriate and shall be rectified.

Article 42. Enterprises may be submit disputes over an enterprise name to the administration for industry and commerce for handling or file a lawsuit with a people's court.

Article 43. Enterprises submitting disputes over an enterprise name to the administration for industry and commerce for handling shall submit the following materials to the administration for industry and commerce which granted approval of the enterprise name of the other party to the dispute:

- (1) application form;
- (2) qualification certificate of the applicant;
- (3) proof; and
- (4) other relevant materials.

The application form shall be signed by the applicant and shall state the details of the applicant and the respondent, the subject matter of the dispute and arguments and the issues to be resolved, etc.

A power of attorney and qualification certificate of the agent shall be submitted if the application is submitted by an agent.

Article 44. The administration for industry and commerce shall handle the dispute in accordance with the following procedures within 6 months from the acceptance of the application:

- (1) investigation and verification of the enterprise name registration of the applicant and the respondent;
- (2) investigation and verification of the materials submitted by the applicant and the circumstances relating to the dispute;
- (3) notification to the respondent of the dispute and request for the submission of a written opinion by the respondent on the dispute within 1 month; and
- (4) handling the dispute in accordance with the principle of protecting industrial property and in accordance with the relevant provisions on registration and administration of enterprise names.

## CHAPTER VI — SUPPLEMENTARY PROVISIONS

Article 45. The following types of names required to be registered with the administration for industry and commerce shall be handled in accordance with the provisions of the Administrative Regulations on Registration of Enterprise Names and these Measures:

- (1) names of group companies which are made up of the classification, firm name, industry representation and the wording "group"; and

(2) names of other organisations which are required to be registered with the administration for industry and commerce.

Article 46. The State Administration for Industry and Commerce shall formulate standard forms for application for preliminary approval of an enterprise name and application for name change and the local administration for industry and commerce shall print the forms in accordance with the standard format.

Article 47. These Measures shall be effective 1 July 2004.

The Notice on Issues relating to Implementation of the "Administrative Regulations on Registration of Enterprise Names" (Gong Shang Qi Zi (1991) 309), the Supplementary Notice on Issues relating to Implementation of the "Administrative Regulations on Registration of Enterprise Names" (Gong Shang Qi Zi (1992) 283), and the Notice on Issues relating to the Registration and Administration of the Enterprise Names of Foreign Investment Enterprises (Gong Shang Qi Zi (1993) 152) issued by the State Administration for Industry and Commerce shall be repealed simultaneously.

Other documents issued by the State Administration for Industry and Commerce relating to enterprise names which contradict the provisions of the Administrative Regulations on Registration of Enterprise Names or these Measures shall be repealed simultaneously.

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