

**外商投资准入特别管理措施
(负面清单) (2024 年版)**
**Special Administrative Measures (Negative List) for
Foreign Investment Access
(2024 Edition)**

说 明
Note

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。

I. The *Special Administrative Measures (Negative List) for Foreign Investment Access* (hereinafter referred to as the "Negative List for Foreign Investment Access") sets out on a unified basis the special administrative measures for foreign investment access such as equity requirements, senior management personnel requirements, etc. Fields not mentioned in the *Negative List for Foreign Investment Access* are administered under the principle of equal treatment for domestic and foreign capitals

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。

II. No overseas investor may engage in investment and business activities in the capacity of an individually-owned business, an investor in a sole proprietorship enterprise, or a member of a farmers' cooperative.

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。

III. Foreign-invested enterprises investing in China should comply with relevant provisions of *the Negative List for Foreign Investment Access*.

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。

IV. When performing duties pursuant to the law, the relevant authorities shall not process relevant matters including application for permit, enterprise registration etc. for proposed investments by overseas investors in fields mentioned in the *Negative List for Foreign Investment Access* which do not comply with the provisions of the *Negative List for Foreign Investment Access*; where approval for a fixed asset investment project is involved, the relevant approval matters shall not be processed. No foreign-invested partnership business may be established in any investment field subject to equity requirement.

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。

V. Upon review by the relevant competent departments of the State Council and approval by the State Council, the provisions of the *Negative List for Foreign Investment Access* on the relevant fields may not apply to specific foreign investments.

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。

VI. Domestic enterprises engaged in businesses in fields prohibited from investment mentioned in *the Negative List for Foreign Investment Access* shall be examined and approved by the relevant competent authorities of the state for issuing shares abroad and going public for trading; Overseas investors shall not participate in the operation and management of the enterprises, and their equity ratio shall be governed by reference to the relevant regulations on the management of domestic securities investment of overseas investors.

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。

VII. Where domestic companies, enterprises or natural persons merge or acquire their affiliated domestic companies through a company legally established or controlled overseas thereby, the relevant provisions on foreign investment, overseas investment, foreign exchange administration etc. shall apply.

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。

VIII. The cultural, financial and other fields not listed in the *Negative List for Foreign Investment Access* and relevant measures for administrative approval, qualifications and national security shall be subject to the existing provisions.

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。

IX. Where the *Mainland and Hong Kong Closer Economic Partnership Arrangement* and their follow-up agreements, the *Mainland and Macau Closer Economic Partnership Arrangement* and their subsequent agreements, the *Cross-Straits Economic Cooperation Framework Agreement* and their subsequent agreements, or the international treaties or agreements to which the China accedes or is a signatory contain more preferential provisions on access treatment for overseas investors, the relevant provisions may apply. If more preferential opening-up measures are taken for eligible investors in special economic zones such as pilot free trade zones, relevant provisions shall apply.

十、《外商投资准入负面清单》由国家发展改革委、商务部

会同有关部门负责解释。

X. The *Negative List for Foreign Investment Access* shall be interpreted by the National Development and Reform Commission and the Ministry of Commerce in concert with the relevant authorities.

十一、2021 年 12 月 27 日国家发展改革委、商务部发布的 2021 年版《外商投资准入负面清单》自 2024 年 11 月 1 日起废止。

XI. The *Negative List for Foreign Investment Access* (2021 Edition) issued by the National Development and Reform Commission and the Ministry of Commerce on December 21, 2021 will be abolished as of November 1, 2024.

外商投资准入特别管理措施（负面清单）（2024年版）

The Special Administrative Measures (Negative List) for Foreign Investment Access (2024 Edition)

序号 No.	特别管理措施 Special Administrative Measures
一、 农、林、牧、渔业 I. Agriculture, forestry, animal husbandry and fishery	
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。 The Chinese Party for the selection of new wheat varieties and seed production shall hold no less than 34% of the shares, and the selection of new corn varieties and seed production must be controlled by the Chinese Party.
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）。 Investment in research and development, cultivation and plantation of Chinese rare and unique precious fine varieties, as well as manufacturing of the relevant propagative materials, (including excellent genes of planting, husbandry and aquaculture) shall be prohibited.
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。 Investment in breeding genetically modified varieties of crop seeds, livestock and poultry breeds and aquatic breeds, as well as manufacturing of genetically modified seeds (seedlings) thereof, shall be prohibited.
4	禁止投资中国管辖海域及内陆水域水产品捕捞。 Investment in fishing of aquatic products in sea area under Chinese jurisdiction and within Chinese territorial waters shall be prohibited.
二、 采矿业 II. Mining	
5	禁止投资稀土、放射性矿产、钨勘查、开采及选矿。 Investment in exploration, mining and beneficiation of rare earth, radioactive minerals and tungsten shall be prohibited.
三、 电力、热力、燃气及水生产和供应业 III. Production and supply of electricity, heat, gas and water	
6	核电站的建设、经营须由中方控股。 For construction and operation of nuclear power plants, controlling stake shall be held by the Chinese Party.
四、 批发和零售业 IV. Wholesale and retail trade	
7	禁止投资烟叶、卷烟、复烤烟叶及其他烟草制品的批发、零售。 Investment in wholesale, retail of tobacco, cigarettes, re-dried leaf tobacco and other tobacco products shall be prohibited.
五、 交通运输、仓储和邮政业 V. Transportation, warehousing and postal industries	
8	国内水上运输公司须由中方控股。 Domestic water transport companies must be controlled by the Chinese Party.

序号 No.	特别管理措施 Special Administrative Measures
9	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。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。 The controlling stake of public air transport companies shall be held by the Chinese Party, the investment ratio of a foreign investor and its affiliates shall not exceed 25%, and the legal representative shall be a Chinese citizen. The legal representative of a general aviation enterprise shall be a Chinese citizen; the general aviation enterprises serving the agricultural, forestry and fishery industries shall be limited to the form of equity joint venture; controlling stake in other general aviation enterprises shall be held by the Chinese party.
10	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。 For construction and operation of civil airports, comparative controlling stake shall be held by the Chinese Party. And foreign parties may not participate in the construction and operation of the airport tower.
11	禁止投资邮政公司、信件的国内快递业务。 Investment in postal companies and domestic express mail business shall be prohibited.
六、信息传输、软件和信息技术服务业 VI. Information transmission, software and information technology services	
12	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。 Telecommunications companies are subject to the provision of telecommunications services opened up pursuant to China's WTO commitments; the foreign share ratio for value-add telecommunications services (except for ecommerce, domestic multi-party communications, storage-forwarding and call centers) shall not exceed 50%; and the controlling stake shall be held by the Chinese party for basic telecommunications services.
13	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）。 Investment in Internet news service, Internet publishing service, Internet audio-visual program service, cyber culture operation (except for music) and Internet information dissemination service (except for contents opened up in China's WTO commitments) shall be prohibited.
七、租赁和商务服务业 VIII. Leasing and business service	
14	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。 Investment in Chinese legal matters (except for provision of information on impact on Chinese legal environment) shall be prohibited and a foreign investor shall not be appointed as a partner of a domestic law firm.
15	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。 Market surveys shall only be limited to the form of equity joint venture; for radio and television ratings survey therein, controlling stake shall be held by the Chinese Party.
16	禁止投资社会调查。 Investment in social surveys shall be prohibited.

序号 No.	特别管理措施 Special Administrative Measures
八、科学研究和技术服务业 VIII. Scientific research and technical services	
17	禁止投资人体干细胞、基因诊断与治疗技术开发和应用。 It is prohibited to invest in the development and application of human stem cells and gene diagnosis and treatment technologies.
18	禁止投资人文社会科学研究机构。 It is prohibited to invest in humanities and social science research institutions.
19	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、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）。 It is prohibited to invest in geodetic surveying, marine surveying and mapping, aerial photography for surveying and mapping, ground motion surveying, and surveying and mapping of administrative boundaries. Preparation of topographic maps, world administrative area maps, national administrative area maps, maps of administrative areas at or below the provincial level, national teaching maps, local teaching maps, true three-dimensional maps and electronic navigation maps; and regional geological mapping, mineral geology, geophysics, geochemistry, hydrogeology, environmental geology, geological disasters, remote sensing geology and other surveys (the mining right holders are not subject to these special administrative measures when carrying out work within the scope of their mining rights).
九、教育 IX. Education	
20	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）。 Pre-school education, ordinary high school and higher education institutions are subject to Sino-foreign cooperative education, and must be led by the Chinese Party (the president or the chief executive shall have Chinese nationality, and the Chinese Party shall comprise not less than half of the council, board or joint administrative committee).
21	禁止投资义务教育机构、宗教教育机构。 It is prohibited to invest in compulsory education institutions or religious education institutions.
十、卫生和社会工作 X. Health and social work	
22	医疗机构限于合资。 Medical institutions are limited to the form of equity joint venture.
十一、文化、体育和娱乐业 XI. Culture, sports and entertainment	
23	禁止投资新闻机构（包括但不限于通讯社）。 It is prohibited to invest in news organizations including but not limited to news agencies).
24	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。 Investment in editing, publishing and production of books, newspapers, periodicals, audio-visual products and electronic publications shall be prohibited.

序号 No.	特别管理措施 Special Administrative Measures
25	禁止投资各级广播电台（站）、电视台（站）、广播电视频道（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。 Investment in various levels of radio stations, television stations, radio and television channels (frequencies), radio and television transmission network (transmitter stations, relay stations, radio and television satellites, satellite uplink stations, satellite receiving stations, microwave stations, surveillance stations and cable radio and television transmission network, etc.) shall be prohibited. It is also prohibited to engage in the business of video broadcasting by order of radio and TV and the installation services of ground receiving facilities for satellite TV broadcasting.
26	禁止投资广播电视节目制作经营（含引进业务）公司。 Investment in companies producing and operating radio and television programs (including introduction of businesses) shall be prohibited.
27	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。 Investment in film production companies, distribution companies, cinema companies and film importation business shall be prohibited.
28	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。 Investment in auction companies for heritage auction, heritage stores and state-owned heritage museums shall be prohibited.
29	禁止投资文艺表演团体。 Investment in performing arts groups is prohibited.