【3】公司备案登记提交材料规范

【3】Submission Materials Specifications for Company Filing Registration

1.《公司登记（备案）申请书》。

1. *Company Registration (Filing) Application Form.*

2.备案事项证明文件。

2. Supporting Documents for Filing Matters.

◆章程备案。提交修改后的公司章程或者公司章程修正案（公司法定代表人签署确认）。

• Articles of Association filing: Submit revised Articles or amendment document signed by the legal representative.

◆经营期限、认缴的出资数额备案，提交修改后的公司章程或者公司章程修正案（公司法定代表人签署）。

• Business term or subscribed capital contribution filing: Submit revised Articles or amendment document signed by the legal representative.

注：

Notes:

1.根据《海南自由贸易港市场主体登记管理条例》规定，市场主体通过“海南市场主体登记平台（海南e登记2.0）”申报登记申请的，登记机关不再收取纸质材料。

1. Pursuant to *the Market Entity Registration and Administration Regulations in Hainan Free Trade Port*, paper-based submissions are exempt for applications filed via the "Hainan Market Entity Registration Platform (Hainan e-Registration Version 2.0)".

2.申请人通过全程电子化方式申请登记注册的，主体资格证明、身份证明、批准证书、章程等文件可通过全程电子化系统提交原件复印件，或通过登记业务系统设置的申请文书格式规范生成相关材料并使用。对填报的格式化信息，由登记平台自动审查；对申报的非格式化电子文件，由登记机关随机选派注册专员依法审查。

2. For applicants submitting registration applications through the fully electronic system, documents such as entity qualification documents, identity proofs, approval certificates, and articles of association may be submitted as scanned copies via the system or generated using standardized formats provided by the registration system. Formatted information will be automatically reviewed by the platform, while unformatted electronic documents will be randomly assigned to registration officers for legal review.

3.提交材料涉及签署，参照申请书中申请人的注释，未注明签署人的，自然人由本人签字，法人和其他组织由法定代表人、负责人或有权签字人签字，并加盖公章。涉及代签文书的，需提交授权人委托他人签字的授权委托书，授权委托书应为原件，且授权人应亲笔签字。

3.For documents requiring signatures: follow the instructions in the application form. If no signatory is specified, natural persons shall sign personally, while legal entities and organizations shall have their legal representatives, persons in charge, or authorized signatories sign and affix an official seal. For proxy signatures, a power of attorney (original) must be submitted, with the authorizer’s handwritten signature.

4.提交材料、公证认证文书为外文的，应对其内容进行准确的中文翻译，同时提交中文翻译件、外文原件两种文书，并注明“翻译准确”字样。翻译单位应在翻译件上加盖翻译单位公章（翻译专用章）或者附营业执照复印件等主体资格证明文件复印件，同时注明翻译人及联系方式。自然人的应在翻译件上签名，注明联系方式，并附翻译人员相应翻译资质复印件或者身份证明复印件。

4. Foreign-language documents or notarized/certified materials must be accompanied by an accurate Chinese translation. Both the original foreign document and the translation (marked "Accurate Translation") must be submitted. The translation agency shall affix its official seal (special seal for translation) or attach copies of qualification documents such as a business license, while clearly stating the translator's information and contact details. Translations by individuals must be signed with contact details and accompanied by a copy of the translator’s qualification or ID.

5.申请人应当配合登记机关通过实名认证系统，采用人脸识别等方式对相关人员进行实名验证。因特殊原因，当事人无法通过实名认证系统核验身份信息的，可以提交经依法公证的自然人身份证明文件，或者由本人持身份证件到现场办理。

5.Applicants must cooperate with the registration authority in conducting real-name verification (e.g.,facial recognition) via the authentication system. If verification fails due to special circumstances, a notarized natural person identity document or in-person verification with original ID may be submitted.

6.登记机关和其他政府部门已共享身份认证信息、清税信息、产权登记信息或电子证照等数据信息，且可以在线核验、存档的，无需申请人另行提交纸质材料。

6. Paper documents are exempt if identity verification, tax clearance, property registration, or electronic licenses can be validated and archived online through intergovernmental data sharing.

7.公司备案与公司变更登记同时申请时，可一并提交有关材料。

7. For concurrent filing and change registration applications, submit materials jointly.

8.法律、行政法规和国务院决定规定备案事项必须报经批准的，提交有关的批准文件或者许可证件复印件。

8. Where laws, administrative regulations and decisions of the State Council stipulate that the filing items must be submitted for approval, the relevant approval documents or copies of the license shall be submitted.

9.备案经营范围（许可经营项目）的，企业申请的经营范围中含有法律、行政法规和国务院决定规定必须在登记前报经批准的项目，应当提交有关的批准文件或者许可证件复印件。

9.Where the business scope (licensed business items) is filed, and the business scope applied for by the enterprise contains items that must be reported for approval before registration as stipulated by laws, administrative regulations and decisions of the State Council, the relevant approval documents or copies of the license shall be submitted. 10.指定代表/委托代理人身份证明。

10. Identity Proof of Authorized Representative / Entrusted Agent.

◆境内自然人提交居民身份证复印件。

• Mainland natural persons: Copy of resident ID card.

◆外国（地区）自然人提交外国（地区）护照或中华人民共和国外国人永久居留身份证复印件。

• Foreign natural persons: Copy of foreign passport or Chinese Permanent Resident ID.

◆港澳自然人提交当地永久性居民身份证、特别行政区护照或者内地公安部门颁发的港澳居民居住证、内地出入境管理部门颁发的往来内地通行证。

• Hong Kong / Macau natural persons: The local permanent resident identity card, the passport of the Special Administrative Region, the residence permit for Hong Kong and Macao residents issued by the mainland public security department, and the mainland entry-exit permit issued by the mainland entry-exit administration department.

◆台湾自然人提交大陆公安部门颁发的台湾居民居住证、大陆出入境管理部门颁发的台湾居民往来大陆通行证。

•Taiwan natural persons: The residence permit for Taiwan residents issued by the Public Security Department of the mainland and the permit for Taiwan residents to travel to and from the mainland issued by the entry-exit administration department of the mainland.

●申请人免于提交以下材料，但是市场主体应当留存备查：

● Applicants are exempt from submitting the following, but market entities must retain them for inspection:

11.章程备案，提交关于修改公司章程的决议、决定（其中股东变更登记无须提交该文件，公司章程另有规定的，从其规定）。有限责任公司提交由代表三分之二以上表决权的股东签署的股东会决议；股份有限公司提交由会议主持人及出席会议的董事签署的股东大会会议记录；一人有限责任公司提交股东签署的书面决定；国有独资公司提交国务院、地方人民政府或者其授权的本级人民政府国有资产监督管理机构的批准文件复印件。

11. Articles of Association filing: Submit resolutions/decisions on amendments (exempt for shareholder changes unless required by the Articles).

• Limited liability companies: Shareholder resolution signed by shareholders representing two-thirds or more of voting rights.

• Company limited by shares: Shareholders’ meeting minutes signed by the chairperson and attending directors.

• Single-shareholder LLCs: Written decision signed by the sole shareholder.

• State-wholly-owned companies: : Approval document copies from the State Council, local government, or authorized state asset regulatory agency.

12.认缴的出资数额备案，因股东之间转让部分股权导致认缴的出资数额变更的，还需提交股东双方签署的股权转让协议或者股权交割证明。

12. Subscribed capital contribution amount filing: when the subscribed capital contribution amount changes due to partial equity transfer between shareholders, submit an equity transfer agreement or a share delivery certificate signed by both shareholders.

12.备案经营场所的，提交备案后经营场所的使用相关文件。根据住所（经营场所）相关规定提交住所（经营场所）使用证明。

12. Business premises filing: Submit documents related to business premises use after filing. Submit the certificate of residence (business place) use according to its relevant provisions.