【4】公司注销登记提交材料规范

【4】Submission Materials Specifications for Company Cancellation

1.《企业注销登记申请书》。

1. *Enterprise* *Cancellation Application Form.*

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.因合并、分立而解散的公司，不进行清算的，办理公司注销登记时无需提交此注释第19项材料，提交合并协议。

7. For dissolution via merger/division without liquidation: Submit merger/division agreement (exempt from annotation 19 materials).

8.申请简易注销登记的，提交《简易注销全体投资人承诺书》，提交此规范第1项以及注释第16项材料。非上市股份有限公司申请简易注销的，还需提交公司全体股东名册。

8. Simple Cancellation: Submit *Simple Cancellation Commitment Letter by All Investors* and Item 1 & annotation 16 materials. Non-listed joint-stock companies must provide full shareholder roster.

9.经人民法院裁定宣告破产并终结破产程序或强制清算程序终结后办理注销登记的，提交此规范第1项以及注释第13、16项、人民法院宣告破产的裁定书、终结破产程序的裁定书原件或人民法院终结强制清算程序的裁定书原件（包括以无法清算或无法全面清算为由作出的裁定）。

9. If the people's court adjudicates to declare bankruptcy and terminate the bankruptcy procedure or cancel the registration after the termination of the compulsory liquidation procedure, it shall submit item 1 & annotation 13 and 16, the ruling of the people's court declaring bankruptcy, the original of the ruling of the people's court to terminate the bankruptcy procedure or the original of the ruling of the people's court to terminate the compulsory liquidation procedure (including the ruling made on the grounds that it is unable to liquidate or cannot fully liquidate).

10.人民法院的破产裁定、解散裁判文书，行政机关责令关闭、公司依法被吊销营业执照或被撤销的文件。

10. Court rulings on bankruptcy/dissolution, administrative closure orders, or license revocation documents.

11.清税证明材料（登记机关和税务部门已共享清税信息的，无需提交纸质清税证明材料）。

11. Tax clearance proof (exempt if tax authorities have shared data electronically).

12.仅通过报纸发布债权人公告的，需要提交依法刊登公告的报纸样张。

12. For creditor notices via newspaper only: Submit a sample of the publication.

13.清算人、破产管理人申请注销登记的，应提交人民法院指定其为清算人、破产管理人的证明。

13. For liquidators/bankruptcy administrators to apply for cancellation: Submit court appointment proof.

14.指定代表/委托代理人身份证明。

14. 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.

15.法律、行政法规和国务院决定规定注销公司必须报经批准的，提交有关批准文件的复印件。

15. For cancellation requiring approval according to laws, administrative regulations and decisions of the State Council: Submit copies of approval documents.

16.已领取纸质版营业执照的缴回营业执照正、副本。

16. Surrender original and duplicate paper business licenses (having previously received paper version).

●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:

17.因合并、分立而解散的公司，不进行清算的，办理公司注销登记时提交分立决议、决定。合并协议、分立决议或决定中载明解散公司需办理清算的，在办理注销登记时需提交清算报告。

17. For dissolution via merger/division: Submit division resolutions/decisions. If liquidation is required per agreements, submit liquidation report.

18.公司依照《公司法》作出解散的决议或者决定。

18. Dissolution resolution/decision per *the Company Law*.

19.股东会、股东大会、一人有限责任公司的股东或人民法院、公司批准机关确认的清算报告。

19. Liquidation report confirmed by the shareholders' meeting, shareholders' general meeting, shareholders of one person limited liability company or the people's court and the company's approval authority.

◆有限责任公司由代表三分之二以上表决权的股东签署确认；

• LLCs: Signed by shareholders representing two-thirds or more of voting rights.

◆一人有限责任公司由股东签署确认；

• Single-shareholder LLCs: Signed by the sole shareholder.

◆股份有限公司由股东大会会议主持人及出席会议的董事签字确认。

• Joint-stock companies: Signed by presiding officer and attending directors.

◆国有独资公司由国务院、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签署确认。

• State-wholly-owned companies: Signed and confirmed by the State Council, local government, or authorized state asset regulatory agency.

20.国有独资公司申请注销登记，还应当提交国有资产监督管理机构的决定。其中，国务院确定的重要的国有独资公司，还应当提交本级人民政府的批准文件复印件。

20. State-wholly-owned companies: Submit state asset regulator’s decision. Key state-owned entities designated by the State Council require additional local government approval copies.