【2】公司变更登记提交材料规范

【2】Submission Materials Specifications for Company Change Registration

1.《公司登记（备案）申请书》。

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

2.变更登记事项涉及公司章程修改的，提交修改后的公司章程或者公司章程修正案，并由公司法定代表人在公司章程或公司章程修正案上签字确认。

2. If the changes involve amendments to the Articles of Association, submit the revised Articles or an 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.人民法院要求协助执行办理有限责任公司股东变更登记的，执行人员需到被执行人股权所在有限责任公司登记的登记机关办理，执行人员出示工作证或者执行公务证，送达生效法律文书副本或者执行裁定书、协助执行通知书、协助公示执行信息需求书、合法受让人的身份或资格证明。

7. If the people's court requires assistance in the implementation of the change registration of shareholders of a limited liability company, the executor shall go to the registration authority where the equity of the person to be enforced is registered, produce his work permit or official card, serve a copy of the effective legal documents or the execution ruling, the notice of assistance in execution, the request for assistance in publicizing the execution information, and the identity or qualification certificate of the legal transferee.

8.股份有限公司的股东名称和股份数额不是登记事项，登记机关不办理股份有限公司的股东变更登记。

8. The name of shareholders and the number of shares of a joint stock limited company are not registered items, and the registration authority does not handle the shareholders’ change registration of a joint stock limited company.

9.主体资格文件或自然人身份证明材料要求参照“公司设立登记提交材料规范”中有关“股东、发起人的主体资格文件或自然人身份证明”的规定。

9. Requirements for entity qualification documents or natural person identity proofs shall refer to the provisions regarding "Entity Qualification Documents or Identity Proofs of Shareholders/Promoters"

in the "Specifications for Submission Materials of Company Establishment Registration".

10.变更事项相关证明文件。

10. Supporting Documents for Change Items.

◆变更公司名称的，应当向有管辖权的登记机关提出申请。

• Company name change: File with the competent registration authority.

◆变更法定代表人的，提交新任法定代表人的身份证明文件。

• Legal representative change: Submit new representative’s ID document.

◆法定代表人更改姓名的，提交公安部门出具的证明（自然人更改姓名后，其身份证号码与更改姓名前一致的，无需提交公安部门证明，只需提交新的身份证件复印件）。

• Name change of legal representative: Submit public security certificate (exempt if ID number remains unchanged; submit new ID copy instead).

◆减少注册资本的，提交公司债务清偿或债务担保情况的说明，仅通过报纸发布减少注册资本公告的，需要提交依法刊登公告的报纸样张。应当自公告之日起45日后申请变更登记。已通过国家企业信用信息公示系统发布减少注册资本公告的，可免于提交减资公告材料。

• Reduction of registered capital: Submit debt clearance/guarantee statement. For newspaper announcements, provide a sample; 45-day waiting period applies. Exempt if published via the National Enterprise Credit Information Publicity System.

◆变更股东的，股东向股东以外的人转让股权的，提交其他股东过半数同意的文件；其他股东接到通知三十日未答复的，提交拟转让股东就转让事宜发给其他股东的书面通知；新股东的主体资格文件或自然人身份证件复印件。

• Shareholder change: For external transfers, submit the documents proving the consent of more than half of the other shareholders or written notice if no response from other shareholder within 30 days, plus new shareholder’s ID/qualification documents.

因继承、受遗赠取得股权，当事人申请办理股东登记的，应当提交经公证的材料或者生效的法律文书等继承证明材料。

• Equity transfer via inheritance/bequest: Submit notarized inheritance proof or effective legal documents.

公司章程对股权转让、股权继承另有规定的，从其规定。

• Follow the company’s Articles of Association if specific provisions exist.

人民法院依法判决、裁定划转股权的，应当提交人民法院的生效判决书或裁定书，无须提交股东双方签署的股权转让协议或者股权交割证明和其他股东过半数同意的文件；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划转国有资产相关股权的，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关于划转股权的文件，无须提交股东双方签署的股权转让协议或者股权交割证明。

• For equity transfer by court judgment or ruling, submit effective judgments/orders,exempt from the equity transfer agreement signed by both shareholders or a share delivery certificate and the documents proving the consent of more than half of the other shareholders.For state-owned asset-related equity transfers by the State Council, local governments, or their authorized state-owned assets supervision agencies, submit official approval documents, exempt from an equity transfer agreement or a share delivery certificate signed by both shareholders.

◆因股东或发起人自身更名，需要变更登记的股东或发起人名称或姓名的，提交股东或发起人名称或姓名变更证明；股东或发起人更名后新的主体资格文件或者自然人身份证件复印件。其中，自然人股东或发起人更改姓名的，如其身份证号码与更改姓名前一致的，无需提交公安部门证明，只需提交新的身份证件复印件。

• If the name of the registered shareholder or promoter needs to be changed due to the renaming of the shareholder or promoter, the name change certificate of the shareholder or promoter, a copy of the new entity qualification document or the identity card of a natural person after the name change of the shareholder or promoter shall be submitted. Among them, if the name of a natural person shareholder or promoter is changed, if the ID card number is the same as that before the name change, it is not necessary to submit a certificate from the public security department, but only a copy of the new ID card.

外国投资者的名称变更证明文件应当经所在国家公证机关公证并经中国驻该国使（领）馆认证。如其本国与中国没有外交关系，则应当经与中国有外交关系的第三国驻该国使（领）馆认证，再由中国驻该第三国使（领）馆认证。某些国家的海外属地出具的文书，应先在该属地办妥公证，再经该国外交机构认证，最后由中国驻该国使（领）馆认证。中国与有关国家缔结或者共同参加的国际条约对认证另有规定的除外。

• Foreign investor name change: Documents must be notarized by the local notary authority and authenticated by the Chinese embassy/consulate.If no diplomatic relations exist, authentication shall be completed by a third-country embassy/consulate with diplomatic ties to China, followed by Chinese embassy/consulate authentication. Documents from overseas territories require local notarization, home country diplomatic authentication, and Chinese embassy/consulate authentication. Unless otherwise stipulated in the international treaties concluded or acceded to by China and the countries concerned.

外国投资者的所属国家或地区签署《取消外国公文书认证要求的公约》的，其主体资格文件或身份证明应当经所在国家公证机关公证并由所在国主管机关签发附加证明书，无需经中国驻该国使（领）馆认证。

•If the country or region of a foreign investor signs *the Convention on the cancellation of the requirements for the authentication of foreign official documents*, its subject qualification documents or identity certificates shall be notarized by the notary organ of the country where it is located and an additional certificate shall be issued by the competent authority of the country where it is located, without being authenticated by the Chinese embassy (consulate) in that country.

香港特别行政区、澳门特别行政区和台湾地区投资者的名称变更文件应当按照专项规定或者协议，依法提供当地公证机构的公证文件。提交港澳居民居住证或者往来内地通行证的，无需公证。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，可作为台湾地区自然人投资者的身份证明且无需公证。

•The name change documents of investors in Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan Region shall be provided with notarized documents of local notarial institutions in accordance with special provisions or agreements. Notarization is not required for those who submit residence permits for Hong Kong and Macao residents or travel permits to and from the mainland. The residence permit for Taiwan residents issued by the mainland public security department and the permit for Taiwan residents to travel to and from the mainland issued by the mainland entry-exit administration department can be used as the identity certificate of natural person investors in Taiwan without notarization.

◆股份有限公司以公开发行新股方式或者上市公司以非公开发行新股方式增加注册资本的，还应当提交国务院证券监督管理机构的核准文件。

• Capital increase via public/private share issuance: Submit approval from the State Council’s securities regulator.

◆以上各项涉及其他登记事项变更的，应当同时申请变更登记，按相应的提交材料规范提交相应的材料。

• Concurrent changes to other registration items require corresponding materials per regulations.

11.指定代表/委托代理人身份证明。

11. 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.

12.法律、行政法规和国务院决定规定公司变更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。

12. For changes requiring pre-approval per laws, administrative regulations, or State Council decisions: Submit copies of approval documents/licenses.

13.已领取纸质版营业执照的缴回营业执照正、副本。

13. 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:

14.变更登记事项涉及公司章程修改的，提交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；）。

14. For Articles of Association amendments due to registration changes: Submit resolutions/decisions on amendments (exempt for shareholder changes unless required by the Articles).

◆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。

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

◆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。

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

◆一人有限责任公司提交股东签署的书面决定。

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

◆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。

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

15.变更住所的，提交变更后住所使用相关文件。根据住所（经营场所）相关规定提交住所（经营场所）使用证明。

15. Address change: Submit proof of premises usage for the new address per relevant regulations.

16.变更法定代表人的，根据公司章程的规定提交法定代表人免职证明和新任法定代表人的任职证明（股东会决议、股东决定由股东签署，董事会决议由公司董事签字）。

16. Legal representative change: Submit removal proof of the former representative and appointment proof of the new representative (e.g., shareholder resolutions signed by shareholders, board resolutions signed by directors).

17.变更股东的，股东向其他股东转让全部股权的，提交股东双方签署的股权转让协议或者股权交割证明；股东向股东以外的人转让股权的，股东双方签署的股权转让协议或者股权交割证明。

17. Shareholder change: For internal full equity transfers, submit an equity transfer agreement or a share delivery certificate signed by both shareholders. For external transfers, submit an equity transfer agreement or a share delivery certificate signed by both shareholders.