【1】公司设立登记提交材料规范

【1】Submission Materials Specifications for Company Establishment and Registration

1.《公司登记（备案）申请书》。

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

2.公司章程。（有限责任公司由全体股东签署，股份有限公司由全体发起人签署）

2. Articles of Association.

(For limited liability companies: signed by all shareholders; for company limited by shares: signed by all promoters.)

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，登记机关不再受理纸质材料登记申请。

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.股东、发起人的主体资格文件或自然人身份证明。

7. Entity Qualification Documents or Identity Proofs of Shareholders / Promoters.

◆股东、发起人为企业的，提交营业执照复印件。

• For corporate shareholders / promoters: Copy of business license.

◆股东、发起人为事业法人的，提交事业单位法人登记证书复印件。

• For institutional legal entities: Copy of institutional legal person registration certificate.

◆股东、发起人为社团法人的，提交社会团体法人登记证复印件。

• For social organization legal entities: Copy of social organization legal person registration certificate.

◆股东、发起人为民办非企业单位的，提交民办非企业单位登记证书复印件。

• For private non-enterprise units: Copy of private non-enterprise unit registration certificate.

◆股东、发起人为自然人的，提交身份证件复印件。

• For natural persons: Copy of ID document.

◆股东、发起人为外国投资者的，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。外国自然人来华投资设立企业，提交的身份证明文件为新版或现版永居证的，无需办理公证认证，现版永居证在有效期内可继续使用。外国自然人提交的身份证明文件为经中国使（领）馆签证并经中国出入境管理部门确认入境手续的护照的，经原件核对后，无需公证。

• For foreign investors: Entity qualification / identity 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. Exceptions apply for international treaties. Foreign natural persons submitting valid permanent residence cards or passports with Chinese visa and entry confirmation are exempt from notarization.

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。

• For investors from countries / regions party to *the Apostille Convention*, documents require notarization and an Apostille Certificate issued by the competent authority, exempting Chinese embassy / consulate authentication.

香港特别行政区、澳门特别行政区和台湾地区投资者的主体资格文件或者身份证明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。香港特别行政区、澳门特别行政区自然人投资者的身份证明为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；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认证。

• Hong Kong, Macau, and Taiwan investors: Submit notarized documents per special regulations. For natural persons: Hong Kong/Macau permanent ID cards, SAR passports, Mainland-issued residence permits, or entry-exit permits are acceptable without notarization. Taiwan natural persons may use Mainland-issued residence permits or entry-exit permits without authentication.

◆股东、发起人为其他类型法人的，提交有关法律法规规定的资格证明复印件。

• For other legal entity types: Submit copies of qualification documents as required by laws.

8.法定代表人、董事、监事、高级管理人员、联络员、指定代表/委托代理人身份证明。

8. Identity Proofs of Legal Representative, Directors, Supervisors, Senior Management Officers, Liaison Officers, and Authorized Agents.

◆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 card.

◆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复印件。

• Hong Kong / Macau natural persons: Copy of permanent ID card, SAR passport, Mainland-issued residence permit, or entry-exit permit.

◆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复印件。

• Taiwan natural persons: Copy of Mainland-issued Taiwan residence permit or entry-exit permit.

9.募集设立的股份有限公司提交依法设立的验资机构出具的验资证明。涉及发起人首次出资是非货币财产的，提交已办理财产权转移手续的证明文件。

9. For companies limited by shares established by share offering: Submit a capital verification certificate issued by a qualified institution. For non-monetary initial contributions, provide proof of property rights transfer.

募集设立的股份有限公司公开发行股票的应提交国务院证券监督管理机构的核准文件。

• Companies issuing public shares must submit approval documents from the State Council’s securities regulatory authority.

10.法律、行政法规和国务院决定规定设立公司必须报经批准的或公司申请登记的经营范围中有法律、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，提交有关批准文件或者许可证件的复印件。

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

●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 materials, but market entities must retain them for inspection:

11.法定代表人、董事、监事和高级管理人员的任职文件。

11. Appointment documents for legal representatives, directors, supervisors, and senior management officers.

根据《公司法》和公司章程的规定，有限责任公司提交股东决定或股东会决议，发起设立的股份有限公司提交股东大会会议记录（募集设立的股份有限公司提交创立大会会议记录）。对《公司法》和章程规定公司组织机构人员任职须经董事会、监事会、职工代表大会等形式产生的，还需提交董事签字的董事会决议、监事签字的监事会决议、职工代表签字的职工代表大会决议等相关材料。

Per the *Company Law* and articles of association: Submit shareholder resolutions or shareholders’ meeting minutes (for LLC), shareholders’ meeting minutes (for company limited by shares ). If appointments require board, supervisory board, or employee congress approval, submit corresponding resolutions with signatures.

12.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。

12. Premises Usage Documents. Submit proof of premises usage per relevant regulations.