A Chinese business license is not renewed annually

The real risk lies elsewhere: changes that don't reach the register on time

- **Open-ended document.** The license (营业执照) has no validity period of its own
- **Annual inspection** abolished as of 1 October 2014

30 days
to register each change

CNY 10,000–100,000
fine or license revocation if a change is not registered (Art. 46 of the Regulations on the Registration of Market Entities)

The PRC Regulations on the Registration of Market Entities have been in force since 1 March 2022

How to keep your license up to date

1 **Annual report**
Filed from 1 January to 30 June via NECIPS (gsxt.gov.cn), disclosing data for the previous year

2 **Certificate replacement**
Any change to the details printed on the license means a new copy is issued (Art. 28 of the Regulations)

3 **Business term**
The date on the certificate is the company's term of operation, not the document's validity period

Takeaway
The company's job is to keep register data accurate — the document itself never needs renewing

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Business term: decide before the expiry date

1 Decision of the founder or the shareholders' meeting

2 Amended articles of association

3 Filing with the AMR

Record-filing (备案) within 30 days of the decision

4 New license with the updated date

Tip

Set your internal deadline 6 months before the term expires. This buffer covers signing and notarizing the founder's documents abroad

Risk

If the term expires with no decision, this is grounds for dissolving the company

JVs after term expiry: buyout of a dissenting shareholder's stake

2/3 of votes

are needed to keep the company going by amending the articles. This is only possible before assets are distributed

Buyout right

A shareholder who voted against may demand that their stake be bought out at a reasonable price (Art. 89 of the PRC Company Law)

60 days

to reach a buyout agreement, from the date of the resolution

90 days

to file a lawsuit, from the date of the resolution

For a single-founder WFOE the issue does not arise: the sole shareholder decides alone

30 days for each change

1 **Day 0**
Company decision or occurrence of a legal fact

2 **Up to 30 days**
Application for change registration (变更登记), Art. 24 of the Regulations

3 **Immediately**
A complete application is registered on the spot

4 **Up to 3 business days**
In other cases, plus 3 more in complex ones

Since 1 May 2026, document packages are defined by the 2026 edition of the Standards; the 2022 edition is no longer in force

Four changes that require a new license

Change	What to file with the AMR	What to watch
Company name	Resolution, new articles of association	Update details with the bank, the tax office and in contracts
Registered address	Resolution, premises document	The address on the license must match the actual one
Legal representative	Resolution, documents of the new person	Real-name identity verification is mandatory
Business scope	Resolution, permits	Wording must come from the SAMR catalogue only

Relocation and permits: follow the right order

Moving to another city in the province

- Apply to the AMR at the new address **before you actually move** (Art. 27 of the Regulations)
- Example: relocating from Ningbo to Hangzhou

Common mistake

Moving first and registering the address afterwards

Industry permits

- Unlike the license, permits are issued **for a fixed term**
- The activity is added to the business scope within **30 days** of approval
- If a permit expires or is revoked, within **30 days** you must remove the activity or liquidate the company

Penalties: from a correction order to license revocation

A correction order comes first; the fine is imposed for failing to comply

Violation	Penalty
Annual report not filed by 30 June	Abnormal operations list, fine of up to CNY 10,000; 2 years in a row with no contact at the address means license revocation
Change not registered	CNY 10,000–100,000; revocation in serious cases
Record-filing (备案) not submitted	Up to CNY 50,000
License not prominently displayed	Up to CNY 30,000; online sellers need a link on the home page

Important

A flag in NECIPS is visible to your bank and every counterparty. That costs more than the fine

Registration discipline as a company asset

Companies that have not adapted

- WFOEs and JVs established before 1 January 2020 had to bring their articles in line with the Company Law by 31 December 2024
- Since 2025, the AMR has not accepted any other applications from such companies. Changing the address or director is blocked until the articles are re-registered

Takeaways

- **The register matters more than the certificate.** Risk comes from a gap between company decisions and AMR records
- **Business term under control.** Extension is decided in advance — for JVs, with the buyout right in mind
- **A clean NECIPS history** is the first thing a bank, a counterparty or a stake buyer checks

CONTACTS

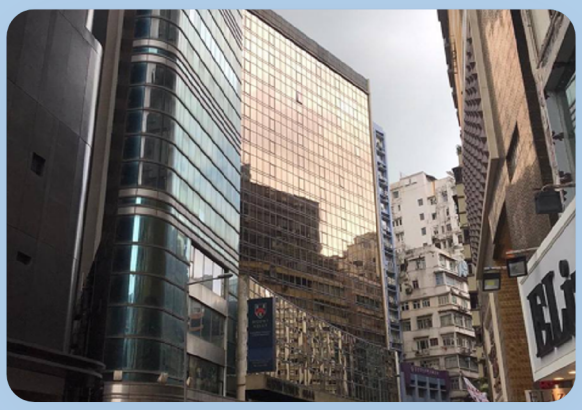
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