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法律法规简报

Legal Update

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1. 国务院修改《中华人民共和国国际海运条例》 2025.09.29 **State Council Amends Regulations of the People's Republic of China on International Maritime Transportation**

国务院总理李强日前签署国务院令，公布《国务院关于修改〈中华人民共和国国际海运条例〉的决定》（下称“《决定》”），自公布之日起施行。《决定》共 5 条，主要规定了以下内容。

Premier of the State Council Li Qiang recently signed a Decree of the State Council to publish the *Decision of the State Council on Amending the Regulations of the People's Republic of China on International Maritime Transportation* (the “*Decision*”), which took effect from the date of its publication. The *Decision* consists of five articles, primarily stipulating the following.

一是将国际航运交易平台服务纳入条例适用范围，规定国际航运交易平台经营者应当向国务院交通运输主管部门报送相关信息，并对未按规定报送信息的行为设定了相应的法律责任。

First, it includes international shipping trading platform services within the scope of the Regulations, requiring operators of international shipping trading platforms to submit relevant information to the competent transport department of the State Council. Corresponding legal liabilities are established for failure to provide information in accordance with the Regulations.

二是明确与我国缔结或者共同参加国际海运相关条约、协定的国家或者地区违反条约、协定的规定，使我国根据该条约、协定享有的利益丧失或者受损，或者阻碍条约、协定目标实现的，我国政府有权要求有关国家或者地区政府终止上述行为，采取适当的补救措施，并可以根据有关条约、协定中止或者终止履行相关义务；任何国家或者地区对我国国际海上运输及其辅助性业务的经营者、船舶或者船员采取或者协助、支持采取歧视性的禁止、限制或者其他类似措施的，除有关条约、协定能够提供充分有效的救济外，我国政府根据实际情况采取必要的反制措施。

Second, it specifies that if a country or region that has concluded or jointly participated in international maritime-related treaties or agreements with China violates the provisions of such treaties or agreements, resulting in the loss or impairment of benefits enjoyed by China under these treaties or agreements, or hindering the achievement of the treaties' or agreements' objectives, the Chinese government has the right to demand the relevant country or region to cease such actions, take appropriate remedial measures, and may, in accordance with the relevant treaties or agreements, suspend or terminate the fulfillment of related



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obligations; If any country or region imposes, assists, or supports discriminatory prohibitions, restrictions, or other similar measures against Chinese operators, vessels, or crew engaged in international maritime transportation and its auxiliary services, the Chinese government may take necessary countermeasures based on the actual situation, unless the relevant treaties or agreements provide sufficient and effective remedies.

(Source: https://www.gov.cn/zhengce/content/202509/content_7042832.htm
https://www.gov.cn/yaowen/liebiao/202509/content_7042839.htm)

2. 最高法院就《公司法》司法解释征求意见 2025.09.30 SPC Seeks Comments on Judicial Interpretation on the Company Law

为准确理解和适用《中华人民共和国公司法》，统一裁判尺度，最高院起草了《最高人民法院关于适用〈中华人民共和国公司法〉若干问题的解释（征求意见稿）》（下称“《意见稿》”）。

In order to accurately understand and apply the *Company Law of the People's Republic of China* and unify the standards for adjudication, the Supreme People's Court (SPC) has drafted the *Interpretation of the Supreme People's Court on Several Issues Concerning the Application of the Company Law of the People's Republic of China (Draft for Comments)* (the “Draft”).

《意见稿》共 90 条，其中对于一般规定包括法定代表人的辞任和解任、公司对外担保、公司人格否认及其认定等；对于股东出资及与出资有关的责任包括非货币财产出资的评估、股东的瑕疵出资责任等；对于股权代持与投资者权益保护包括实际出资人的显名、股权代持无效及其后果等；对于公司治理包括公司章程、股东知情权、股东请求分配利润等；对于公司解散与清算包括强制解散事由；以及上市公司的特别规定包括越权订立重大资产交易合同的效力等。The *Draft* comprises 90 articles, includes general provisions covering the resignation and removal of legal representatives, corporate guarantees, and the disregard of corporate personality and its determination; shareholder capital contributions and related liabilities including the appraisal of non-monetary property contributions and liability for defective contributions; nominee shareholding and investor rights protection including the disclosure of actual investors and the invalidity of nominee shareholding agreements and their consequences; corporate governance including matters such as articles of association, shareholders' right to information, and shareholders' claims for profit distribution; corporate dissolution and liquidation



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including grounds for compulsory dissolution; and special provisions for listed companies including the validity of ultra vires significant asset transaction contracts.

(Source: <https://www.court.gov.cn/zixun/xiangqing/477881.html>)

3. 商务部下达 2025 年农产品出口配额第二次分配数量 2025.10.14 MOFCOM Issues the Second Allocation of Export Quotas for Agricultural Products in 2025

根据《中华人民共和国货物进出口管理条例》等有关规定，参照国际市场供需情况及各地出口配额执行情况，商务部发出《关于下达 2025 年农产品出口配额第二次分配数量的通知》（下称“《通知》”）。

According to regulations including the *Administrative Regulations of the People's Republic of China on the Import and Export of Goods*, and taking into account the supply and demand situation in the international market as well as the execution of export quotas across regions, the Ministry of Commerce has issued the *Circular on the Second Allocation of Export Quotas for Agricultural Products in 2025* (the “Circular”).

根据《通知》，各地商务主管部门应及时做好供港澳活大猪和活牛、边贸大米、锯材出口配额的二次分配和核查、反馈工作，配额应重点分配给完成率高、经营能力强、货源质量好、品牌信誉度高的企业统筹本地区出口实际，发挥配额导向作用，合理把握发放节奏。密切跟踪配额使用进度，做好配额动态调剂，提高配额使用率；获得配额企业应合法依规经营，符合安全生产、环保、税务、海关和外汇管理法律法规，无未整改违法违规行为。

According to the *Circular*, competent commerce departments at all localities shall promptly carry out the secondary allocation, verification, and feedback of export quotas for live pigs and cattle, border trade rice, and sawn timber supplied to Hong Kong and Macao. Quotas should be prioritized for enterprises with high fulfillment rates, strong operational capabilities, reliable product quality, and strong brand reputation. Departments should coordinate based on the actual export conditions of their regions, leverage the guiding role of quotas, and manage the allocation pace appropriately. They shall closely monitor quota utilization progress, implement dynamic adjustments, and improve quota utilization rates. Enterprises obtaining quotas must operate in compliance with laws and regulations, adhering to requirements for safety production, environmental protection, taxation, customs, and foreign exchange management, with no uncorrected legal violations.



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(Source:

https://www.mofcom.gov.cn/zwgk/zcfb/art/2025/art_e94c2a69618a4e1e90d13c578423ed2d.html)

4. 商务部公布 2026 年原油非国营贸易进口允许量总量、申请条件和申请程序 2025.10.15

MOFCOM Announces 2026 Crude Oil Import Quota for Non-State Trading, Application Criteria, and Application Procedures

商务部发布 2025 年第 65 号公告（下称“公告”），对外公布 2026 年原油非国营贸易进口允许量总量、申请条件和申请程序。

The Ministry of Commerce (MOFCOM) has issued *Announcement [2025] No. 65* (the “*Announcement*”), setting out the total quota, application criteria, and application procedures for crude oil imports for non-state trading in 2026.

公告规定，2026 年原油非国营贸易进口允许量为 25700 万吨。申请条件包括“近 2 年（2024 年 1 月到 2025 年 10 月）具有原油进口允许量使用业绩或经国家产业主管部门核准具有使用进口原油资格”等五项。分配原则为 2025 年底前将第一批允许量下达给符合条件的企业。其后根据企业实际进口情况、经营需求和新增合法产能情况适时追加和调整。近 2 年无进口业绩的企业不再安排允许量。根据《中华人民共和国货物进出口管理条例》，不能完成持有进口允许量的企业，应在当年 9 月 1 日前，通过所在地商务主管部门或中央企业集团公司将当年无法完成的允许量交还商务部。

The *Announcement* stipulates that the non-state traded crude oil import allowance for 2026 is 257 million tons. Five application requirements include, having a record of utilizing the crude oil import allowance between January 2024 and October 2025, or having been approved by the national industrial authority to qualify for using imported crude oil. The allocation principle states that the first batch of allowances will be issued to eligible enterprises before the end of 2025. Subsequently, allowances will be added and adjusted based on the enterprises' actual import performance, operational needs, and new legitimate production capacity. Enterprises with no import record in the past two years will not be allocated any allowance. According to the *Regulations of the People's Republic of China on the Administration of the Import and Export of Goods*, enterprises unable to fully utilize their import allowance must return the unused portion to the MOFCOM through their local commerce authority or the central enterprise group to which they belong by September 1st of the current year.



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(Source:

https://www.mofcom.gov.cn/zwgk/zcfb/art/2025/art_1fb61e79c0ae4eb08615e153c6b09648.html)

5. 中国证监会印发《合格境外投资者制度优化工作方案》 2025.10.27 CSRC Issues Work Plan for Optimizing the Qualified Foreign Investor System

近日，中国证监会印发《合格境外投资者制度优化工作方案》（下称“《工作方案》”）。合格境外投资者制度是我国资本市场最早施行的开放制度之一，推出以来总体保持运行平稳，是境外投资者投资中国的综合性资产配置渠道，在扩大资本市场对外开放方面发挥了积极作用。

Recently, the China Securities Regulatory Commission (CSRC) issued the *Work Plan for Optimizing the Qualified Foreign Investor System* (“*Work Plan*”). The Qualified Foreign Investor system is one of the earliest opening-up mechanisms implemented in China’s capital market. Since its launch, it has generally maintained stable operation, serving as a comprehensive asset allocation channel for foreign investors to invest in China and playing a positive role in expanding the opening-up of the capital market.

《工作方案》从优化准入管理、优化交易结算，便利投资运作、扩大投资范围，优化风险管理、明确政策预期、丰富服务支持等方面坚持统筹金融开放和安全，坚持市场化、法治化、国际化方向，以优化准入管理、便利投资运作等为着力点，力争用两年左右的时间，推动落实优化合格境外投资者制度机制的改革举措，增强制度对境外中长期资金的吸引力，形成在岸与离岸渠道协调互补、配置型与交易型资金平衡发展、境内外证券基金期货机构良性互动的开放新格局。

The *Work Plan* focuses on optimizing access management, facilitating investment operations, expanding investment scope, enhancing risk management, clarifying policy expectations, and enriching service support. Adhering to the principles of coordinating financial opening and security, and following market-oriented, rule-of-law, and internationalized approaches, the plan aims to drive reforms in optimizing the Qualified Foreign Investor system over approximately two years. The goal is to enhance the system’s appeal to medium- and long-term foreign capital, fostering a new open landscape where onshore and offshore channels complement each other, allocation-oriented and trading-oriented funds develop in balance, and domestic and international securities, fund, and futures institutions interact constructively.

(Source: <https://www.csrc.gov.cn/csrc/c100028/c7591251/content.shtml>)



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6. 全国人大常委会表决通过了新修订的《海商法》 2025.10.28 NPC Standing Committee Passes Newly Revised Maritime Law

第十四届全国人民代表大会常务委员会第十八次会议表决通过了新修订的《中华人民共和国海商法》(下称“《海商法》”),自 2026 年 5 月 1 日起施行。《海商法》作为调整、规范海上运输关系和船舶关系的重要民商事法律和涉外法律,对于促进海上运输和经济贸易发展发挥重要作用。

At the 18th Session of the Standing Committee of the 14th National People's Congress (NPC), the newly revised *Maritime Law of the People's Republic of China* (“*Maritime Law*”) is deliberated and passed. The *Maritime Law* will take effect on May 1st, 2026. As a crucial civil and commercial law as well as foreign-related legislation governing maritime transport relations and ship-related relations, the *Maritime Law* plays a significant role in promoting the development of maritime transport and economic trade.

新修订的《海商法》共 16 章 310 条,适当调整海商活动当事人的权利和义务,通过合理配置责任和风险,促进形成更加明确稳定的市场预期;适应航运单证电子化实际需要,明确电子运输记录的法律地位和主要适用规则,为航运数字化发展提供制度保障;适应海洋环境保护对船舶污染防治法律制度完善的新要求,新增“船舶油污损害责任”一章,进一步健全海洋生态环境保护相关制度。此外,新修订的《海商法》还对涉外关系的法律适用等相关内容作了修改完善。

The newly revised *Maritime Law* consists of 16 chapters and 310 articles, which appropriately adjusts the rights and obligations of parties involved in maritime activities, fostering clearer and more stable market expectations through the rational allocation of liabilities and risks; In response to the practical needs of digitalization in shipping documents, it clarifies the legal status and primary application rules of electronic transport records, providing institutional support for the digital development of the shipping industry; To meet the new requirements for improving the legal framework on vessel pollution prevention in line with marine environmental protection, a new chapter of “Liability for Oil Pollution Damage from Ships” has been added, further strengthening the regulatory system for marine ecological conservation. Additionally, the newly revised *Maritime Law* includes amendments and improvements to provisions concerning the application of laws in foreign-related matters.

(Source: http://www.npc.gov.cn/npc/c2/c30834/202510/t20251028_449061.html
https://www.gov.cn/yaowen/liebiao/202510/content_7046061.htm)



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