

Pre-incorporation checklist for WFOE establishment in China

A bilingual preparation sheet for foreign investors before filing company registration documents.

We prepared this checklist to help foreign investors identify the decisions, documents, and consistency checks that should be completed before starting the WFOE registration process. It is not a definitive legal opinion; requirements vary by city, industry and shareholder jurisdiction.

A. FOREIGN INVESTOR DOCUMENTS

NO.	CRITERIA	DESCRIPTION / 说明
1	Legal status proof 投资者身份/主体证明	Corporate investor: certificate of incorporation / business registration certificate and Articles of Association. Natural person: passport identity page. Documents normally require notarisation plus Apostille, or consular legalisation if issued in a non-Convention jurisdiction. 公司股东: 注册证明/商业登记证及章程; 自然人股东: 护照信息页。通常需公证并办理Apostille; 非公约国家文件可能需领事认证。
2	Name consistency 名称一致性	Investor name, signing authority, passport details and company registration number must match across all documents, resolutions and powers of attorney. Inconsistent spelling is a common cause of rejection. 股东名称、签字权限、护照信息及注册号需在所有文件、决议和授权书中保持一致。

B. CHINESE ENTERPRISE PROVISIONS

NO.	CRITERIA	DESCRIPTION / 说明
1	Business scope 经营范围	Use standardised SAMR business-scope wording. Avoid an artificially broad scope that conflicts with tax registration or licensing requirements. 采用市场监管部门规范表述, 避免范围过宽导致税务或许可问题。
2	Chinese company name 公司中文名称	Prepare several candidate names in the format: city + trade name + industry + company form. The Chinese name is the official legal name used on chops and licence. 按“行政区划 + 字号 + 行业 + 组织形式”准备多个备选名称。
3	Articles of Association 公司章程	AoA should align business scope, registered capital, contribution schedule, governance powers, legal representative and supervisor/board arrangements. 章程需明确经营范围、注册资本、出资期限、治理权限、法定代表人及监事/董事安排。
4	Registered address 注册地址	A qualified commercial address is required. Virtual/hosted addresses should only be used where local policy and documentation support them. Physical office arrangements should be reported where required. 需提供合规商用地址; 托管/集群地址应以当地政策和服务文件为准。
5	Key company roles 关键岗位	Confirm shareholder, director/executive director or board, legal representative, general manager, finance responsible person and supervisor arrangement where required. 确认股东、董事/执行董事或董事会、法定代表人、总经理、财务负责人及监事安排。
6	Registered capital 注册资本	Set capital based on realistic operating needs and the five-year contribution rule. Excessively high capital now creates real funding obligations. 注册资本应结合实际运营需求和五年实缴期限设定, 避免过高认缴形成后续出资压力。

Practical tip / 操作建议

Before signing a lease or choosing a very broad business scope, confirm local AMR, tax bureau and industry permit requirements. Early alignment prevents later amendments, bank delays and tax-registration issues.

Information required before WFOE registration

The information below should be agreed internally before forms and incorporation documents are prepared.

01

1. Chinese company name 公司中文名称

All PRC company names must be in Chinese and follow the prescribed format. Prepare 5–10 alternatives to improve approval efficiency.
需按规范格式提交中文名称，建议准备 5–10 个备选名称。

06

6. Legal representative 法定代表人

The legal representative has broad authority and may be required for e-licence activation, tax procedures or bank account opening. Choose carefully.
法定代表人权限较大，可能涉及电子执照激活、税务及银行开户，应谨慎选择。

02

2. Registered address 注册地址

Provide a qualified registered address. If using a hosted address, confirm local acceptance, lease/filing documents and future tax/bank requirements.
提供合规注册地址；如使用托管地址，需确认当地政策、租赁/备案文件及税务银行要求。

07

7. Director / board 董事/董事会

A WFOE may appoint one executive director or a board of directors. Directors can be of any nationality and are normally not required to reside in China.
可设执行董事或董事会；董事国籍通常不限，一般无需居住在中国。

03

3. Registered capital 注册资本

Registered capital should cover realistic cash needs before the WFOE becomes self-sustaining. LLC shareholders must generally complete contribution within five years.
注册资本应覆盖公司现金流转正前的合理资金需求；有限责任公司通常需五年内完成出资。

08

8. Finance responsible person 财务负责人

Tax registration normally requires a finance contact with Chinese language ability and a real-name Chinese mobile number. Asomerit may support this role where engaged for accounting.
税务登记通常需中文沟通能力及实名认证手机号；如委托财税服务，之恒商务可协助。

04

4. Business scope 经营范围

Declare planned business activities using standardised descriptions. Activities outside the approved scope may require amendments or additional permits.
使用规范表述申报计划经营活动；超范围经营可能需变更或另行许可。

09

9. Supervisor / governance option 监事/治理安排

Under current company law, some small LLCs may use simplified governance arrangements where legally available. Confirm with local AMR before filing.
符合条件的小型有限责任公司可适用简化治理安排，需提交前与当地部门确认。

05

5. Shareholder(s) 股东

At least one foreign-origin shareholder is required. Shareholders may be individuals or companies registered outside mainland China, including Hong Kong, Macao and Taiwan.
至少一名境外股东，可为自然人或境外公司，包括港澳台主体。

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10. Industry permits 行业许可

Trading, F&B, HR services, manufacturing and certain regulated sectors require extra filings or permits after or before licensing.
贸易、餐饮、人力资源、制造及部分监管行业需额外备案或许可。

Submission quality check / 提交前检查

Names, dates, passport numbers, authorising signatories and shareholder registration details should be checked across all documents before apostille/legalisation begins.

Documents to prepare for a corporate shareholder

The following assumes the shareholder is a foreign-registered company. Natural-person investors follow a different document path.

A. NOTARISED / APOSTILLED DOCUMENTS

NO.	DOCUMENT	REQUIREMENT / 说明
1	Certificate of Incorporation 股东公司注册证明	Certified corporate registration document or local equivalent, with notarial certificate and Apostille where applicable. 公司注册证明或当地等效文件，通常需公证并办理 Apostille。
2	Articles of Association 股东公司章程	Latest constitutional document of the shareholder, consistent with company name and registration details. 股东公司最新章程，名称与登记信息应保持一致。
3	Board / shareholder resolution 董事会/股东决议	Resolution approving WFOE establishment, registered capital, key appointments and authorisation to sign PRC filing documents. 批准设立外商独资企业、注册资本、关键任命及签署文件授权。
4	Power of Attorney 授权委托书	Authorises filing agent or designated signatory to submit applications, liaise with authorities and handle registration procedures. 授权代理或指定签字人提交申请并办理注册手续。
5	Passport information pages 护照信息页	Legal representative, director/executive director, supervisor where required, finance responsible person and UBO if requested. 法定代表人、董事/执行董事、监事（如需）、财务负责人及最终受益人护照信息页。

B. OTHER DOCUMENTS / INFORMATION

Information collection form 信息采集表

Completed Asomerit information form covering address, scope, capital, roles, contact details, banking and tax preferences.
填写之恒商务公司设立信息表。

Organisation chart & UBO 组织架构图及最终受益人

Clear ownership chart identifying parent companies, intermediate holding companies and ultimate beneficial owner(s).
提供清晰股权架构及最终受益人信息。

Registered address package 注册地址材料

Lease, ownership certificate, address-use consent or hosted-address documentation depending on local requirements.
租赁、产权、地址使用证明或托管地址文件。

Translation & stamping 翻译及签署盖章

Chinese translations may be required. Execution blocks should match shareholder authority documents.
可能需中文翻译；签署盖章须与授权链一致。

Apostille / consular legalisation path / 认证路径

Documents issued in Hague Apostille Convention member jurisdictions usually need notarisation plus Apostille. Documents from non-member jurisdictions may still require consular legalisation through the Chinese embassy or consulate. Confirm the exact path before starting.

Estimated WFOE registration timeline

A typical service or trading WFOE can often be completed in about 45–60 working days once complete documents are available.

NO.	AUTHORITY / 负责机构	STEP / 步骤	DAYS
1	AMR 市场监督管理局	Pre-registration name search and preliminary online review 公司核名查询及公司设立申请预审	3
2	AMR 市场监督管理局	Business licence application and issuance 营业执照申请及签发	5–7
3	PSB 公安局	Carve company chops: company, financial, legal representative, invoice and contract/customs where needed 刻制公章、财务章、法人章、发票章及合同/海关章 (如需)	3
4	Bank + SAFE 银行 + 外汇管理	Open basic deposit account and capital account; complete foreign-exchange related banking procedures 开立基本账户和资本金账户, 并办理外汇相关银行手续	10–15
5	Tax Bureau 税务局	Tax registration, tax-type confirmation and invoice system arrangement 税务登记、税种核定及发票系统安排	1–2
6	Information reporting / Customs 外商投资信息报告/海关	Foreign-investment information reporting; customs registration if the WFOE conducts import/export 外商投资信息报告; 如涉及进出口, 办理海关备案	10–20
7	E-port / Customs systems 电子口岸/海关系统	E-port card and import/export system setup where trading activity is required 如涉及进出口, 申请电子口岸卡及相关系统权限	10
8	Social Security & Housing Fund 社保及公积金中心	Open social insurance and housing fund accounts before hiring employees 员工入职前开设社保及公积金账户	1–2
	TOTAL ESTIMATED DURATION 总预计时长	Approx. 45–60 working days after complete documents are available 完整文件齐备后约 45–60 个工作日	

Important note / 备注

The timeline above assumes a standard consulting or trading WFOE and clean documentation. Manufacturing, regulated industries, address issues, notarisation delays, bank KYC, and foreign-signatory availability can extend the schedule. Pricing should follow the quotation or engagement letter from Asomerit Consulting.