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**Shenzhen FICE Registration Package #SZLLC03  
(Import and Export Business)**

*This package is applicable to the case where a Hong Kong registered company applies to registration a limited liability company in Shenzhen, China for the purpose of carrying out general trading business, including import and export, wholesales and distribution, in Shenzhen, China.*

It is noted the import or export of certain products may require special approval. In that case, our fees will be adjusted accordingly.

When a foreign investor (both corporations and individuals) intend to carry out trading business, including wholesale/distribution and importing and exporting, he needs to set up a trading company, in the form of limited liability company (or company limited by shares where a minimum of two shareholders is required) with the scope of business stated in the Business Licence.

This package covers all necessary registration procedures required to bring in such a company into existence and ready for business. There are several other procedures needed to be performed, such as capital verification, application for Normal Taxpayer Qualification and Foreign Trade Operator Registration, are specifically excluded from the package described below as those procedures are considered to be on-going maintenance compliance.

In addition, the package stated below is for company with a scope of business including only wholesale/distribution and importing and exporting of general commodities. Trading of certain products may require extra licence and therefore extra fees could be expected.

## 1. Shenzhen FICE Registration Costs

Our fees for handling the application by a Hong Kong registered company for the registration of a trading limited liability company in Shenzhen, China are HKD56,000. In particular, our fees covers the following services:

Item	Description	Fees (HKD)
1	Our service fees for FICE registration	
2	Official filing/registration fees for FICE registration (estimated)	
3	Application for internet banking service	
4	Legalisation costs for the investor (a Hong Kong company)	
5	Application for Foreign Trade Operator Registration	
6	Official filing/registration fees for Foreign Trade Operator Registration (estimated)	
7	Application for General Taxpayer Qualification	
8	Capital verification costs and estimated bank charges (for one time)	
9	Disbursements, such as photocopying and delivery etc. (estimated)	
	<b>TOTAL</b>	<b>56,000</b>

### Note:

- (1) The Value Added Tax and Surcharges of 7.5% would be applicable if Chinese tax receipt (Fapiao) is required.
- (2) If any documents are to be translated, both from Chinese to English to from English to Chinese, a translation of HKD300 per page will be charged.
- (3) The fees quoted above is applicable to company with a capital of RMB1,000,000 or less.

## 2. Procedures for Establishing a FICE in China

### 2.1 Preliminary

(1) Lease of Office Space

Firstly, the investor will have to enter into a tenancy agreement in relation to the office space to be used by the FICE for a term of not less than 12 months. The office must be located in a commercial building.

(2) Legalisation of Identity Documents of the Shareholder

The investor is also required to arrange to have the identity documents of the shareholder legalised by the Chinese Embassy in the country where the shareholder is registered/resided. If the shareholder/member is a corporation, the identity documents required to be legalised are its incorporation documents. In the case the shareholder is an individual, the identity document required to be legalised is his/her passport (for foreigner) or identity card and home return permit (for Hong Kong, Macau and Taiwan resident).

(3) Banker's Reference Letter

Also, the investor needs to arrange with its banker to issue a banker's reference letter. The banker's reference letter is one of the documents to be submitted for the purpose of registration.

(4) Other Documentation

The investor at the same time needs to prepare other documents, such as photocopies of passport/identity card/Home Returning Card of the directors, supervisor, legal Representative and General Manager.

### 2.2 Application for Registration of the FICE

(1) Name Search and Reservation

The registration process of a FICE starts with name availability search. We suggest that you create 3 to 4 names (in Chinese) in case that the preferred one is gone. We will then perform a name availability search with the local industry and commerce administration bureau and confirm with you their availability.

Should the search indicates that the preferred company names are available for registration, we then apply for and on your behalf for the reservation of the preferred name with the local Administrative Bureau for Industry and Commerce ("AIC"). This is called "Name Pre-registration" in China.

The name of the FICE should follow the format:

Administration Region + Business Name + Industry + Limited or  
Business Name + Industry + (Administration Region) + Limited

For example: ABC Trading (Shenzhen) Limited

(2) Examination and Approval

As for the timing of approval, Approval Authorities are required to make its decision within 45 days from receipt of all the documentation.

(3) Registration for Business License

Within 30 days after obtaining the approval certificate, the foreign investor will need to register and apply for a business licence for the FICE from the local AIC. As part of this step, the foreign investor will need to submit similar documentation to the approval documentation for AIC filing purposes. This is purely a procedural step and the local AIC must issue the Business License within 30 days, but in our experience AIC will usually issue the Business Licence within 5-10 days after receiving all the required documentation.

Once the business license is issued, the FICE is deemed to be a legal person duly organised and existing under PRC law and will have full operational rights to operate a business in China within the scope of its Business Licence.

(4) Registrations with other Government Authorities

Once after the FICE is officially registered, it also needs to apply for various certificates from or apply for registration with the several other government departments.

### 3. Estimated Time Frame

It is estimated that the whole registration process would take around 4-6 months. The table below shows the estimated time frame for each of the steps for the registration process.

Step	Description	Who is Responsible	Working Days
<b>Preliminary</b>			
1	Legalisation of Incorporation Documents	Investor	Investor's schedule
2	Tenancy (Lease) Agreement (for the office to be used by the FICE)	Investor	Investor's schedule
3	Banker's Reference Letter	Investor's Banker	Investor's schedule
4	Other documents	Investor	Investor's schedule
<b>Application for Registration</b>			
5	Perform name availability search	Kaizen	1
6	Application for approval of use and reservation of proposed company name	Kaizen	5
7	Project approval	Kaizen	30
8	Application for FICE business licence	Kaizen	3
<b>Post Registration Procedures</b>			
9	Application for approval and carving of company seals	Kaizen	2
10	Application for enterprise code and certificate	Kaizen	1
11	Perform tax registration	Kaizen	1
12	Perform foreign exchange registration	Kaizen	5
13	Opening of bank account	Kaizen	10-15
14	Customs registration	Kaizen	5
15	Finance registration	Kaizen	1
16	Capital verification	Kaizen	
			<b>Around 2-3 months</b>
<b>Extra Procedures or Trading Company</b>			
17	Application for Foreign Trade Operator Registration	Kaizen	20
18	Application for General Taxpayer Qualification	Kaizen	20

#### 4. Required Documents and Materials

The following documents and materials needed to be prepared by the application before submitting an application for registration:

- (1) Tenancy Agreement  
One set of original Tenancy Agreement and Leasing Certificate of the office premise to be used by the proposed FICE.
- (2) Investor's Identification Documents  
Two sets of original legalized identity or incorporation evidence for the investor. The investor's identity or incorporation document shall be legalised by the Chinese Embassy or Consulate in the country where the investor is from or registered.
- (3) Banker's Reference Letter  
One set of original credit standing certificate (a banker's reference letter) of the FICE investor issued within 6 months, which shall indicate the name of the investor, the credit standing and/or the balance of the account (the deposit shall equal to the registered capital of the FICE).
- (4) Latest Audited Financial Statements  
The latest audited finance statements of the corporate investor provided that it has been set up for more than 1 year.
- (5) Organisational and Management Structure of the FICE
  - (a) Name of Company  
You are advised to provide at least two names for the purpose of name availability search and reservation.
  - (b) Amount of Registered Capital  
The total amount of investment in the FICE, including the amount of registered capital and the method and time limit of capital contribution.
  - (c) Director(s)  
A copy of the identity proof and residential address of the person(s) to be appointed as director(s) of the FICE.

(d) Legal Representative

A copy of the identity proof and residential address of the person to be appointed as Legal Representative of the FICE.

(e) Supervisor

A copy of the identity proof and residential address of the person to be appointed as Supervisor of the FICE.

(6) List of Products

A detailed list of the products to be imported and/or exported, a summary of the proposed business scope and scale of business. *(Please note special approval or license is required if the products to be sold are restricted by the Chinese government and our fees will be increased accordingly.)*

(7) Preferred Banker

The name and address of your favourite opening bank for the FICE. Please be noted that the original passport/ID Card and/or Home Returning Card of the legal representative of the FICE shall be presented to the bank for verification purpose.

## 5. Certificates and Materials obtained after Registration

After the WFOE is officially registered, it will obtain the following certificates, corporate documents and seals to prove its legal existence and to carry out its daily operation.

- (1) Certificate of Approval (Original, Duplicate)
- (2) Business Licence (Original, Duplicate, IC Card)
- (3) Organisation Registration Certificate (Original, Duplicate, IC Card)
- (4) Taxation Registration Certificate (Original & Duplicate)
- (5) Financial Registration Certificate (Original & Duplicate)
- (6) Foreign Exchange Registration Certificate (Original & IC Card) Foreign
- (7) Exchange Approval Letter
- (8) Articles of Association
- (9) Company Seal
- (10) Financial Seal
- (11) Legal Representative Seal (optional)
- (12) Contract Seal (optional)