LEAD MAGNET · FREE CHECKLIST

China WFOE Setup Checklist (2026)

A practical orientation checklist for foreign investors considering a Wholly Foreign-Owned Enterprise (WFOE) in China. Use this with your counsel — it is not a substitute for legal advice, filings, or local authority practice.

1. Strategy & entity choice

- ■ Confirm business activities and map against the current foreign investment negative list (national and any free-trade-zone list).
- ■ Decide WFOE vs joint venture vs representative office vs other structures (see also entity-choice guidance on China Legal Portal).
- ■ Define investment amount, ownership chain, and ultimate beneficial owners for KYC / bank / registration.
- ■ Identify target city / zone (e.g. Shanghai, Shenzhen, Tianjin Binhai, industrial parks) and local registration authority (AMR).
- ■ List industry licenses that may be required beyond the basic business license (ICP, food, medical, education, finance, etc.).

2. Name, scope & documentation

- ■ Prepare 3–5 Chinese company name options and check availability with AMR name pre-approval.
- ■ Draft business scope wording carefully — too narrow blocks operations; too broad can trigger extra review.
- ■ Assemble investor corporate documents (certificate of incorporation, articles, good standing) with notarization / apostille / consular legalization as required for the investor jurisdiction.
- ■ Prepare Chinese translations by a qualified translator where authorities require them.
- ■ Identify legal representative, directors/executive director, supervisor, and finance contact; confirm passport/ID copies.
- ■ Secure a registered address solution acceptable locally (office lease or approved virtual address policy).

3. Capital, banking & post-license steps

- ■ Agree subscribed capital amount and contribution timeline under Company Law practice and bank/counterparty expectations.
- ■ Plan basic company seals (company chop, financial chop, legal representative chop, invoice chop) after license issuance.
- ■ Open RMB basic account and foreign-currency capital account as applicable; prepare bank KYC package early.
- ■ Complete tax registration, invoice (fapiao) setup, and social insurance / housing fund registrations when hiring.
- ■ Register foreign exchange / SAFE items if required for capital contribution and profit remittance planning.
- ■ Build internal compliance calendar: annual reports, tax filings, license renewals, beneficial-owner filings.

4. Contracts & IP before launch

- ■ File trademarks / core IP in China early (first-to-file system) before public marketing.
- ■ Prepare bilingual employment contracts and handbook outline before first hires.
- ■ Map data flows and PIPL / cross-border transfer issues if systems or HR data leave China.
- ■ Standardize supplier / distributor agreements with clear governing law, dispute forum, and payment terms.

5. Engage counsel & next steps

- ■ Shortlist licensed PRC counsel with FDI / company-formation experience in your target city.
- ■ Verify lawyer license number and firm registration before signing a retainer.
- ■ Agree fee structure (fixed package vs hourly) and deliverables in writing.
- ■ Request a free initial consultation via China Legal Portal if you need a shortlist of verified counsel.

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