



HONGDA

CHINA COMPANIES MADE EASY



Wholly Foreign Owned Enterprise (WFOE)

Procedure & Document Checklist

2026 REVIEW EDITION

A practical guide to the procedures and documents
required to establish a WFOE in China.

Plan with confidence. Register with clarity.

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What Is a WFOE?

A Wholly Foreign-Owned Enterprise (WFOE) is a commonly used term for a foreign-invested limited liability company wholly owned by one or more foreign investors. The company is a separate PRC legal entity and is governed by the PRC Company Law, foreign-investment rules and the regulatory requirements applicable to its activities.

Key Advantages



Wholly foreign-owned shareholding

Direct investor control over the PRC company, subject to applicable market-access rules.



Protect and use IP

Own, license and use intellectual property and contracts in the company name.



Operate in RMB

Invoice and receive business payments through compliant company accounts.



Distribute profits

Remit eligible after-tax profits after completing corporate and foreign-exchange requirements.



Hire and contract locally

Employ staff and enter local commercial contracts through the registered entity.



Control governance

Set shareholder, director, manager, legal-representative and signing arrangements in the articles.

Before You Start: Key Decisions

Industry & market access	Check the current foreign-investment negative list, national market-access rules and any sector licence or qualification.
Registered capital	Choose a commercially credible amount and contribution schedule. New limited liability companies generally use a five-year contribution period unless special rules apply.
Registered address	Confirm that the premises and supporting documents are accepted in the registration city for the intended activity.
Governance	Decide the shareholder process, director or board, manager, legal representative and signing or seal controls.
Beneficial owners	Identify the natural persons who ultimately own or control the investor and prepare consistent filing information.

Individual Investor Document Checklist

The final list varies by city, investor nationality, business activity and the people appointed to the company. Confirm the receiving authority's current requirements before arranging authentication.

Investor and identity documents

- ☐ Investor passport or accepted identity document.
- ☐ Apostille or consular legalisation according to the issuing country, document type and applicable treaty route.
- ☐ Accepted Chinese translation with names, dates and identity details matching the source document.
- ☐ Legal representative, director and manager IDs for the proposed appointees.
- ☐ Power of attorney and authorized applicant or handler information where a representative submits the filing.
- ☐ Contact and signature details required for online or paper application forms.

Company application information

- ☐ Proposed Chinese company name and alternative names.
- ☐ Business scope aligned with the operating model and any licence requirements.
- ☐ Registered capital, contribution method and contribution dates.
- ☐ Registered-address pack: lease, ownership evidence and any locally required address-use certificate.
- ☐ Beneficial-owner information and basis of ownership or control.
- ☐ Governance appointments and proposed signing and company-seal authority.

Points to Confirm Before Authentication

- Whether the authority requires an original, certified copy, recent extract or electronic record.
- Whether an apostille is available and accepted for the specific document and issuing jurisdiction.
- Whether the translation must be produced, stamped or submitted by a locally accepted provider.
- Whether in-person identity verification changes the document route for any applicant or appointee.

Authentication note

An apostille or legalisation confirms the signature or seal chain. It does not prove the commercial accuracy of the document, and the receiving authority may still require a particular extract, original, validity period or translation.

Corporate Investor Document Checklist

The filing pack should establish the investor's legal existence, investment authority, ownership chain and controlling individuals.

Legal existence

Certificate of incorporation, commercial-register extract or equivalent current-status evidence.

Constitutional records

Articles, memorandum, bylaws or other documents showing the investor's structure and authority.

Investment approval

Board or shareholder resolution approving the China investment, registered capital and authorized signatory.

Authentication and translation

Apostille or consular legalisation, plus an accepted Chinese translation for the relevant documents.

Ownership chain

Ownership chart tracing each layer to the ultimate beneficial owner(s) and other controlling persons.

Appointed-person IDs

Identity documents for the signatory, legal representative, directors and manager.

Current-status evidence

Good-standing, incumbency or recent register documents when requested by the authority or bank.

PRC company information

Registered address, scope, capital, contribution schedule and governance for the proposed company.

Authentication Routes

Convention route	For an eligible public document from a country where the Apostille Convention applies between that country and China, an apostille generally replaces consular legalisation.
Other route	Where the Convention does not apply, notarisation and consular legalisation may still be required. Confirm the exact route for the document and jurisdiction.

Consistency Checks

- The investor name, number, address and legal status should match across the register extract, constitutional records and resolution.
- Ownership percentages and UBO information should match the filing pack and later bank KYC materials.
- The authorized signatory in the resolution should match the person signing the articles, powers of attorney and application forms.

Additional Information for Either Investor Type

These items are prepared alongside the authenticated investor documents and determine whether the filing pack is legally complete and commercially workable.

Company name	Chinese name options consistent with enterprise-name rules, shareholder approval and the intended brand.
Business scope	A precise description of activities, including any pre-registration approval or post-registration licence requirement.
Registered capital	Total subscribed capital, each investor's amount and percentage, contribution method and contribution deadline.
Registered address	Lease and ownership evidence in the locally accepted form; regulated activities or special addresses may require more evidence.
Articles & governance	Shareholder powers, director or board structure, manager, legal representative, decision rules and signing or seal controls.
Beneficial owners	Identity and control information for the natural persons who ultimately own or control the company, unless an exemption applies.
Operating plan	A practical explanation of customers, suppliers, employees, premises, expected transactions and funding needs, useful for licensing and bank KYC.

Registered-capital planning

New limited liability companies generally schedule subscribed capital for payment within five years from establishment unless a special rule applies. The amount and dates should remain commercially realistic.

Beneficial-owner preparation

Prepare the ownership chart and control analysis consistently. The filing should identify the relevant natural persons and be updated when reportable information changes.

WFOE Setup Procedure

The sequence below is a practical framework. Local registration systems, licence review and document requirements may alter the exact order.

- 1 Access and licence precheck**
Confirm foreign-investment access, sector rules and any approval, qualification or licence needed before or after registration.
- 2 Name, address and structure**
Set the proposed Chinese name, registration city, premises, investor structure, governance, business scope and capital plan.
- 3 Prepare and authenticate documents**
Obtain investor records, apostilles or legalisation, translations, powers of attorney and registered-address evidence.
- 4 Submit company registration**
File the establishment application and supporting information through the applicable market-regulation system.
- 5 Complete foreign-investment reporting**
Initial foreign-investment information is generally submitted through the enterprise-registration and credit-information systems.
- 6 Receive and verify the business licence**
Check the registered name, company type, address, legal representative, registered capital and business scope.
- 7 Complete immediate launch formalities**
Arrange company seals and complete tax, accounting, invoice, bank and required post-registration licence formalities.

Timing

Do not promise a fixed national timetable. Processing depends on document authentication, name and address review, licences, local authority questions and follow-up responses.

Hongda coordination

Hongda can coordinate document-list confirmation, structure and scope planning, registration submission and practical launch support. Government and bank decisions remain outside Hongda's control.

Set Up Your WFOE with a Controlled Plan

A reliable setup begins with consistent decisions and documents before the application is submitted.

Hongda can help foreign investors organize the company structure, document pack and registration process. Before the first project review, provide the information below so the proposed activity, city, capital and investor documents can be assessed together.

Information to Prepare for the First Consultation

- | | |
|---|---|
| ☐ Description of the products or services the China company will provide. | ☐ Proposed ownership percentages, directors, legal representative and manager. |
| ☐ Preferred registration city and any premises already identified. | ☐ Estimated registered capital and expected funding schedule. |
| ☐ Direct investor name, jurisdiction and whether the investor is an individual or company. | ☐ Target customers, suppliers, employees and expected launch date. |

WFOE SETUP CONSULTATION

Discuss your intended activity, investor structure, registration city and document requirements with Hongda.

[SPEAK WITH HONGDA](#)

Official References

1. [PRC Company Law](#)
2. [Registered-capital registration rules](#)
3. [2024 Foreign Investment Negative List](#)
4. [Foreign Investment Information Reporting Measures](#)
5. [Apostille Convention implementation in China](#)
6. [Beneficial Owner Information Measures](#)

Disclaimer

This checklist provides general information only and is not legal, tax, accounting, banking or regulatory advice. Requirements vary by city, authority, investor jurisdiction, industry, company structure, document type and current policy. Confirm the final filing pack and operating requirements for the specific project.