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Guiding Opinions of the CPC Central Committee and the State Council on Deepening the Reform of State-owned Enterprises

[Effective]

中共中央、國務院關於深化國有企業改革的指導意見【現行有效】

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State-owned enterprises ("SOE") belong to the people. They represent an important force to promote China's modernization and safeguard the common interests of the people, and are the vital material basis and political foundation for the development of Party and national undertakings. Since the launch of the reform and opening-up initiative, the reform and development of SOEs have witnessed constant significant progresses. As a result, SOEs whose operating quality and efficiency have improved significantly have integrated with the market economy on the whole, and a number of leading enterprises with core competitiveness has emerged during competition on both the international and the domestic markets, making major contribution to promote economic and social development, protect and improve people's livelihood, explore the international market and sharpen China's comprehensive strength. In addition, most SOEs have quality operational and managerial teams, and the majority of their workers have been making unremitting efforts. In short, the achievements made by SOEs are outstanding. Nevertheless, it shall be noted that there are still some acute contradictions and problems that SOEs need to address urgently. The role of some enterprises as market players has not been truly established, their modern enterprise systems are not sound enough, their State-owned assets regulation frameworks leave much to be desired, and their State-owned capital operating efficiency needs to be further raised. Some enterprises are plagued by chaotic management and protruding issues such as control by insiders, transfer of benefits, loss of State-owned assets, etc., and issues of enterprises running ventures that can and should be assumed by social players and issues left over by past practices have not yet been fully resolved. Some other enterprises fail to enforce the duties of their Party organizations to manage and govern Party affairs and discipline, weakening the role of Party organizations. Going forward, SOEs face increasingly fierce international competition and the great challenge of transformation and upgrading. In addition, SOEs shoulder significant historical missions and responsibilities in promoting China's economy to maintain growth at medium to high speed and move towards mid-to-high end, fine-tuning and developing the socialist system with Chinese characteristics, and achieving the Chinese dream of the great rejuvenation of the Chinese nation. As such, it is a must to conscientiously implement the strategic decisions by the CPC Central Committee and

中共中央、國務院關於深化國有企業改革的指導意見

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國有企業屬於全民所有，是推進國家現代化、保障人民共同利益的重要力量，是我們黨和國家事業發展的重要物質基礎和政治基礎。改革開放以來，國有企業改革發展不斷取得重大進展，總體上已經同市場經濟相融合，運行質量和效益明顯提升，在國際國內市場競爭中湧現出一批具有核心競爭力的骨幹企業，為推動經濟社會發展、保障和改善民生、開拓國際市場、增強我國綜合實力作出了重大貢獻，國有企業經營管理者隊伍總體上是好的，廣大職工付出了不懈努力，成就是突出的。但也要看到，國有企業仍然存在一些亟待解決的突出矛盾和問題，一些企業市場主體地位尚未真正確立，現代企業制度還不健全，國有資產監管體制有待完善，國有資本運行效率需進一步提高；一些企業管理混亂，內部人控制、利益輸送、國有資產流失等問題突出，企業辦社會職能和歷史遺留問題還未完全解決；一些企業黨組織管黨治黨責任不落實、作用被弱化。面向未來，國有企業面臨日益激烈的國際競爭和轉型升級的巨大挑戰。在推動我國經濟保持中高速增長和邁向中高端水平、完善和發展中國特色社會主義制度、實現中華民族偉大復興中國夢的進程中，國有企業肩負著重大歷史使命和責任。要認真貫徹落實黨中央、國務院戰略決策，按照“四個全面”戰略布局的要求，以經濟建設為中心，堅持問題導向，繼續推進國有企業改革，切實破除體制機制障礙，堅定不移做強做優做大國有企業。為此，提出以下意見。

the State Council, continue to push forward SOE reform in a problem-oriented manner according to the requirements of the "four comprehensive" strategic layout (i.e. developing a moderately well-off society, deepening reform, governing the country by rule of law, and tightening Party discipline in a comprehensive manner) and by taking economic development as the central task, effectively get rid of structural and institutional obstacles, and make unwavering efforts to develop stronger, better and larger SOEs. To this end, these Guiding Opinions are hereby put forward as follows:

1. General requirements

(1) Guiding thoughts.

It is imperative to hold high the great banner of socialism with Chinese characteristics, conscientiously enforce the requirements laid down at the 18th National Congress of the CPC and the Third and the Fourth Plenary Sessions of the 18th Central Committee of the CPC, study and enforce the series of important speeches given by General Secretary Xi Jinping in an in-depth manner, stick to and improve the basic economic system, adhere to the direction of socialist market economic reform, adapt to the new market-oriented trend of modernization and internationalization, improve the modern enterprise system that is characterized by clear property rights, well-defined powers and responsibilities, separation between government and business, and scientific management according to the standards of liberating and developing social productivity, and by centering around the core missions of raising the efficiency of State-owned capital and enhancing the vitality of SOEs, fine-tune the State-owned assets regulation framework to prevent the loss of State-owned assets, make comprehensive progress of managing and governing enterprises by the rule of law, strengthen and improve the Party's leadership over SOEs, develop stronger, better and larger SOEs, constantly enhance the vitality, controlling power, influence and the ability to withstand risks of the State-owned economic sector, and let SOEs proactively adapt to and lead the "new normal" of economic development, thus actively contributing to promote the sustained and healthy development of the economy and the society at large, and realize the Chinese dream of the great rejuvenation of the Chinese nation.

(2) Basic principles

-- The basic economic system shall be upheld and improved. This is the fundamental requirement that must be adhered to in deepening SOE reform. It is a must to unwaveringly consolidate and develop the sector of public economy, steadfastly encourage, support and guide the development of the non-public economic sector, uphold the dominance of the sector of public economy, play the leading role of the State-owned economic sector, actively promote the cross-shareholding and mutual integration of State-owned capital, collectively-owned capital, non-public capital, etc., and push capitals of various ownership types to complement each other so as to achieve mutual progress and common development.

-- The direction of socialist market economic reform shall be adhered to. This is the basic rule that must be followed in deepening SOE reform. During the reform of SOEs, it is important to follow the rules and laws of market economy and enterprise development, make unwavering efforts to separate government from business, government from capital, and ownership from the right to business operations, uphold the unity of rights, obligations and responsibilities, and always combine incentive mechanisms and restraint mechanisms so as to promote SOEs to become independent market players in the true sense where they engage in autonomous operations, make profits and assume losses independently, bear risks on their own, practice self-discipline and pursue self-development pursuant to the law. SOEs under the socialist market economy shall be role models for conscientiously performing social responsibilities.

-- The principle of combining the efforts to enhance vitality and those to reinforce regulation

一、總體要求

(一) 指導思想

高舉中國特色社會主義偉大旗幟，認真貫徹落實黨的十八大和十八屆三中、四中全會精神，深入學習貫徹習近平總書記系列重要講話精神，堅持和完善基本經濟制度，堅持社會主義市場經濟改革方向，適應市場化、現代化、國際化新形勢，以解放和發展社會生產力為標準，以提高國有資本效率、增強國有企業活力為中心，完善產權清晰、權責明確、政企分開、管理科學的現代企業制度，完善國有資產監管體制，防止國有資產流失，全面推進依法治企，加強和改進黨對國有企業的領導，做強做優做大國有企業，不斷增強國有經濟活力、控制力、影響力、抗風險能力，主動適應和引領經濟發展新常態，為促進經濟社會持續健康發展、實現中華民族偉大復興中國夢作出積極貢獻。

(二) 基本原則

--堅持和完善基本經濟制度。這是深化國有企業改革必須把握的根本要求。必須毫不動搖鞏固和發展公有制經濟，毫不動搖鼓勵、支持、引導非公有制經濟發展。堅持公有制主體地位，發揮國有經濟主導作用，積極促進國有資本、集體資本、非公有資本等交叉持股、相互融合，推動各種所有制資本取長補短、相互促進、共同發展。

--堅持社會主義市場經濟改革方向。這是深化國有企業改革必須遵循的基本規律。國有企業改革要遵循市場經濟規律和企業發展規律，堅持政企分開、政資分開、所有權與經營權分離，堅持權利、義務、責任相統一，堅持激勵機制和約束機制相結合，促使國有企業真正成為依法自主經營、自負盈虧、自擔風險、自我約束、自我發展的獨立市場主體。社會主義市場經濟條件下的國有企業，要成為自覺履行社會責任的表率。

--堅持增強活力和強化監管相結合。這是深化國有企業改

shall be upheld. This is the important relationship that must be grasped in deepening SOE reform. Enhancing vitality is the essential requirement for effectively running SOEs while strengthening regulation is an important safeguard for the same purpose. As such, the organic unity thereof shall be effectively ensured. It is vital to continue making progress of streamlining policies and delegating authority, enforce the property rights of enterprise legal persons and their rights to engage in autonomous operations in accordance with the law, and further stimulate the vitality, creativity and market competitiveness of enterprises. On the other hand, efforts shall be made to further improve the SOE regulatory system, effectively prevent the loss of State-owned assets and ensure the preservation and appreciation of the value of State-owned assets.

-- The Party's leadership over SOEs shall be upheld. This is the political direction and principle that must be held fast to in deepening SOE reform. It is critical to enforce the guidelines of comprehensively tightening Party discipline, give full play to the core political role of the Party organizations of enterprises, build up the leadership teams of enterprises, innovate grass-roots Party building work, carry out the campaign to build clean Party governance in an in-depth manner, continue to wholeheartedly rely on the working class, and safeguard the legitimate rights and interests of workers, so as to provide strong political, organizational and talent guarantee and support for the reform and development of SOEs.

-- The reform of SOEs shall always proceed in an active, steady and coordinated manner. This is the scientific approach that must be adopted in deepening SOE reform. It is essential to correctly handle the relationship between promoting reform and upholding the rule of law, the relationship between reform, development and stability, and the relationship between making proper top-level designs and respecting grass-roots initiatives, highlight the problem-oriented approach, adhere to making progress in a classified manner, and properly grasp the order, rhythm and intensity of reforms, so as to ensure solid progress and practical results of reforms.

(3) Main objectives.

The following main objectives shall be achieved by 2020: to make decisive achievements in the key fields and aspects of SOE reform; to form a State-owned asset management system, a modern enterprise system and a market-oriented business operation mechanism that are more in line with China's basic economic system and the requirements on the development of socialist market economy; to develop a more reasonable layout and structure for State-owned capital; to nurture a large number of outstanding entrepreneurs of upright character who are capable, competent at operations and vibrant; to develop a legion of key SOEs with innovation capability and international competitiveness; and, to significantly enhance the vitality, controlling power, influence and the ability to withstand risks of the State-owned economic sector.

-- The corporate-style reform of SOEs shall be largely completed. The following objectives shall be achieved in this regard; to make positive progress in developing the mixed ownership economy; to perfect the corporate governance structure; and, to fine-tune the market-oriented mechanisms featuring the survival of the fittest under which SOEs engage in autonomous and flexible business operations, and promote and demote internal management personnel, employ and let go staff members, and increase and cut remunerations according to market practices.

-- The State-owned asset regulation framework shall become more mature, with relevant laws and regulations that are more robust, regulatory means and methods that are continuously optimized, and regulatory operations that are more scientific, targeted and effective. For-profit State-owned assets shall be placed under centralized and unified

改革必須把握的重要關係。增強活力是搞好國有企業的本質要求，加強監管是搞好國有企業的重要保障，要切實做到兩者的有機統一。繼續推進簡政放權，依法落實企業法人財產權和經營自主權，進一步激發企業活力、創造力和市場競爭力。進一步完善國有企業監管制度，切實防止國有資產流失，確保國有資產保值增值。

--堅持黨對國有企業的領導。這是深化國有企業改革必須堅守的政治方向、政治原則。要貫徹全面從嚴治黨方針，充分發揮企業黨組織政治核心作用，加強企業領導班子建設，創新基層黨建工作，深入開展黨風廉政建設，堅持全心全意依靠工人階級，維護職工合法權益，為國有企業改革發展提供堅強有力的政治保證、組織保證和人才支撐。

--堅持積極穩妥統籌推進。這是深化國有企業改革必須採用的科學方法。要正確處理推進改革和堅持法治的關係，正確處理改革發展穩定關係，正確處理搞好頂層設計和尊重基層首創精神的關係，突出問題導向，堅持分類推進，把握好改革的次序、節奏、力度，確保改革紮實推進、務求實效。

(三) 主要目標

到2020年，在國有企業改革重要領域和關鍵環節取得決定性成果，形成更加符合我國基本經濟制度和社會主義市場經濟發展要求的國有資產管理體制、現代企業制度、市場化經營機制，國有資本布局結構更趨合理，造就一大批德才兼備、善於經營、充滿活力的優秀企業家，培育一大批具有創新能力和國際競爭力的國有骨幹企業，國有經濟活力、控制力、影響力、抗風險能力明顯增強。

--國有企業公司制改革基本完成，發展混合所有制經濟取得積極進展，法人治理結構更加健全，優勝劣汰、經營自主靈活、內部管理人員能上能下、員工能進能出、收入能增能減的市場化機制更加完善。

--國有資產監管制度更加成熟，相關法律法規更加健全，監管手段和方式不斷優化，監管的科學性、針對性、有效性進一步提高，經營性國有資產實現集中統一監管，國有資產保值增值責任全面落实。

regulation, and the responsibilities for preserving and increasing the value of State-owned assets shall be fully assigned to the parties concerned.

-- The efficiency for the allocation of State-owned capital shall be significantly raised, and the layout and structure of State-owned economy shall be continuously optimized to effectively play its leading role. SOEs shall fully display their leading and exemplary role in enhancing the capability of independent innovation, protecting resources and the environment, accelerating transformation and upgrading, and performing social responsibilities.

-- The Party building of enterprises shall be comprehensively strengthened, and their anti-corruption frameworks and work systems shall become more robust. In addition, the Party organizations of SOEs shall enjoy a more solid statutory position in corporate governance, and fully display their core political role.

2. The reform of SOEs shall be pushed forward in a classified manner.

(4) SOEs shall be divided into different categories. According to the strategic positioning and development goals of State-owned capital, and in light of the role of different SOEs in economic and social development, as well as their current situations and development needs, SOEs shall be divided into commercial SOEs and SOEs in public welfare nature. By defining the functions and dividing the categories of SOEs, it is important to practice classified reform, development, regulation, responsibility determination and assessment, improve the relevance of reform, the effectiveness of regulation and the scientific level of assessment and appraisal, promote SOEs to deepen integration with the market economy, and facilitate the organic unity of the economic and social benefits of SOEs. According to the principle of whoever contributes the capital shall be responsible for classification, an agency that performs the duties of capital contributors shall be responsible for formulating the scheme for defining the functions and classifying the category of an invested enterprise, and shall report the same to the government at the corresponding level for approval. All regions may, in light of their respective realities, divide and dynamically adjust the categories of the functions of SOEs in their respective regions.

(5) The reform of commercial SOEs shall be pushed forward. Commercial SOEs shall engage in commercial operations in accordance with market requirements, and independently carry out production and business activities pursuant to the law primarily for the purposes of enhancing the vitality of the State-owned economic sector, amplifying the functions of State-owned capital, and preserving and increasing the value of State-owned assets, so as to achieve the survival of the fittest and orderly market entry and exit.

In principle, all commercial SOEs whose core business belongs to industries and fields of sufficient competition shall implement corporate-style shareholding reform, actively attract other State-owned capital or various types of non-State-owned capital to diversify equity, adopt flexible approaches where State-owned capital may be the absolute or relative controlling shareholder, or be merely a shareholder, and focus efforts on promoting their listings as a whole. The assessment of SOEs of this type shall focus on business performance indicators, the preservation and appreciation of the value of State-owned assets and market competitiveness.

Commercial SOEs whose core business belongs to major industries and key fields concerning national security or national economic lifeline, or that are mainly responsible for major special project tasks shall maintain the position of State-owned capital as the controlling shareholder, while support non-State-owned capital to become shareholders. In industries of natural monopoly, reform focusing on aspects of separating government from business, separating government from capital, promoting franchise operations and strengthening government regulation shall be carried out, and efforts shall also be made to separate infrastructure

--國有資本配置效率顯著提高，國有經濟布局結構不斷優化、主導作用有效發揮，國有企業在提升自主創新能力、保護資源環境、加快轉型升級、履行社會責任中的引領和表率作用充分發揮。

--企業黨的建設全面加強，反腐倡廉制度體系、工作體系更加完善，國有企業黨組織在公司治理中的法定地位更加鞏固，政治核心作用充分發揮。

二、分類推進國有企業改革

(四)劃分國有企業不同類別。根據國有資本的戰略定位和發展目標，結合不同國有企業在經濟社會發展中的作用、現狀和發展需要，將國有企業分為商業類和公益類。通過界定功能、劃分類別，實行分類改革、分類發展、分類監管、分類定責、分類考核，提高改革的針對性、監管的有效性、考核評價的科學性，推動國有企業同市場經濟深入融合，促進國有企業經濟效益和社會效益有機統一。按照誰出資誰分類的原則，由履行出資人職責的機構負責制定所出資企業的功能界定和分類方案，報本級政府批准。各地區可結合實際，劃分並動態調整本地區國有企業功能類別。

(五)推進商業類國有企業改革。商業類國有企業按照市場化要求實行商業化運作，以增強國有經濟活力、放大國有資本功能、實現國有資產保值增值為主要目標，依法獨立自主開展生產經營活動，實現優勝劣汰、有序進退。

主業處於充分競爭行業和領域的商業類國有企業，原則上都要實行公司制股份制改革，積極引入其他國有資本或各類非國有資本實現股權多元化，國有資本可以絕對控股、相對控股，也可以參股，並著力推進整體上市。對這些國有企業，重點考核經營業績指標、國有資產保值增值和市場競爭能力。

主業處於關係國家安全、國民經濟命脈的重要行業和關鍵領域、主要承擔重大專項任務的商業類國有企業，要保持國有資本控股地位，支持非國有資本參股。對自然壟斷行業，實行以政企分開、政資分開、特許經營、政府監管為主要內容的改革，根據不同行業特點實行網運分開、放開競爭性業務，促進公共資源配置市場化；對需要實行國有全資的企業，也要積極引入其他國有資本實行股權多元

networks from network operations and liberalize competitive business depending on the characteristics of different industries, and promote market-oriented allocation of public resources. Where certain enterprises need to be wholly owned by State-owned capital, efforts shall still be made to actively attract other State-owned capital to diversify equity. Special business segments shall be effectively separated from competitive business segments, and be independently run and accounted for. The assessment of such SOEs shall not only cover their business performance indicators and the preservation and appreciation of the value of their State-owned assets, but also focus on aspects such as their efforts to serve national strategies, safeguard national security and the operation of the national economy, develop cutting-edge strategic industries and complete special tasks.

(6) The reform of SOEs in public welfare nature shall be pushed forward. SOEs in public welfare nature shall introduce market mechanisms, and raise the efficiency and capabilities of public service primarily for the purposes of protecting people's livelihood, serving the society at large, and providing public goods and services. Enterprises of this type may be wholly State-owned, while those whose conditions permit may also promote investor diversification. In addition, non-State-owned enterprises may also be encouraged to participate in the operations of such enterprises by purchase of services, franchise operations, entrustment and agency, etc. The assessment of SOEs in public welfare nature shall focus on cost control, product and service quality, operating efficiency and support capabilities, while their business performance indicators and the preservation and appreciation of the value of their State-owned assets shall be assessed in a differentiated manner according to different characteristics of such enterprises. Public evaluation shall be included in such assessment.

3. The modern enterprise system shall be improved.

(7) The corporate-style shareholding system reform shall be pushed forward. It is important to step up corporate-style reform at the group level, actively introduce various types of investors to achieve equity diversification, vigorously promote the restructuring and listing of SOEs, and create conditions to list group companies as a whole. According to the functions of different enterprises, efforts shall be made to gradually adjust the percentage of State-owned equity, and form an operating mechanism featuring diversified equity structures, standard shareholder behavior, effective internal restraints, and efficient and flexible operations. Some of the State-owned capital shall be allowed to be converted into preference shares, and a system of shares subject to special State management shall be explored in a few specific fields.

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化；對特殊業務和競爭性業務實行業務板塊有效分離，獨立運作、獨立核算。對這些國有企業，在考核經營業績指標和國有資產保值增值情況的同時，加強對服務國家戰略、保障國家安全和國民經濟運行、發展前瞻性戰略性產業以及完成特殊任務的考核。

(六) 推進公益類國有企業改革。公益類國有企業以保障民生、服務社會、提供公共產品和服務為主要目標，引入市場機制，提高公共服務效率和能力。這類企業可以採取國有獨資形式，具備條件的也可以推行投資主體多元化，還可以通過購買服務、特許經營、委托代理等方式，鼓勵非國有企業參與經營。對公益類國有企業，重點考核成本控制、產品服務質量、營運效率和保障能力，根據企業不同特點有區別地考核經營業績指標和國有資產保值增值情況，考核中要引入社會評價。

三、完善現代企業制度

(七) 推進公司制股份制改革。加大集團層面公司制改革力度，積極引入各類投資者實現股權多元化，大力推動國有企業改制上市，創造條件實現集團公司整體上市。根據不同企業的功能定位，逐步調整國有股權比例，形成股權結構多元、股東行為規範、內部約束有效、運行高效靈活的經營機制。允許將部分國有資本轉化為優先股，在少數特定領域探索建立國家特殊管理制度。

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