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Supervision

## Notice on Issuing the "Guidelines for the Compliance Management of Central Enterprises (Trial)"

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### Documents of the State-owned Assets Supervision and Administration Commission of the State Council

State Capital Development Regulation [2018] No. 106

## Notice on Issuing the "Guidelines for the Compliance Management of Central Enterprises (Trial)"

All central enterprises:

In order to promote the comprehensive strengthening of compliance management of central enterprises, speed up the improvement of the level of legal compliance operation and management, strive to build a central enterprise under the rule of law, and ensure the sustainable and healthy development of enterprises, our commission has formulated the "Guidelines for the Compliance Management of Central Enterprises (Trial)", which are hereby issued to you. . Please follow it. Please provide timely feedback on the situation and problems at work.

SASAC

November 2, 2018

### Guidelines for the Compliance Management of Central Enterprises (for Trial Implementation)

#### Chapter 1 General Provisions

Article 1 In order to promote the comprehensive strengthening of compliance management of central enterprises, accelerate the improvement of legal compliance management level, strive to build a central enterprise under the rule of law, and ensure the sustainable and healthy development of enterprises, in accordance with the "Company Law of the People's Republic of China" and the "State-owned Assets Law of the People's Republic of China" " and other relevant laws and regulations, these guidelines are formulated.

Article 2 The term "central enterprises" as mentioned in these Guidelines refers to state-funded enterprises in which the State-owned Assets Supervision and Administration Commission of the State Council (hereinafter referred to as the SASAC) performs the duties of investors.

The term "compliance" as mentioned in these Guidelines means that the operation and management of central enterprises and their employees comply with the requirements of laws and regulations, regulatory provisions, industry standards, enterprise bylaws, rules and regulations, and international treaties and rules.

The term “compliance risk” as mentioned in these Guidelines refers to the possibility that central SOEs and their employees will be subject to legal liabilities, relevant penalties, economic or reputation losses, and other negative impacts due to non-compliance behaviors.

The term “compliance management” as mentioned in these Guidelines refers to the purpose of effectively preventing and controlling compliance risks and targeting the operation and management behavior of enterprises and employees, including system formulation, risk identification, compliance review, risk response, accountability, assessment and evaluation. , compliance training and other organized and planned management activities.

Article 3 The State-owned Assets Supervision and Administration Commission is responsible for guiding and supervising the compliance management of central enterprises.

Article 4 A central enterprise shall accelerate the establishment and improvement of a compliance management system in accordance with the following principles:

(1) Comprehensive coverage. Adhere to the compliance requirements covering all business areas, departments, subsidiaries and branches at all levels, and all employees, throughout the entire process of decision-making, implementation and supervision.

(2) Strengthen responsibility. Take strengthening compliance management as an important part of the main person in charge of the enterprise to perform the responsibility of the first person responsible for promoting the construction of the rule of law. Establish a compliance responsibility system for all employees, clarify the compliance responsibilities of managers and employees at various positions, and supervise their effective implementation.

(3) Collaborative linkage. Promote the coordination and connection of compliance management with legal risk prevention, supervision, auditing, internal control, risk management, etc., to ensure the effective operation of the compliance management system.

(4) Objective and independent. Strictly follow laws and regulations and other regulations to objectively evaluate and deal with the behavior of enterprises and employees. The leading department of compliance management shall perform its duties independently and shall not be interfered by other departments and personnel.

## Chapter II Compliance Management Responsibilities

Article 5 The compliance management responsibilities of the board of directors mainly include:

- (1) Approving the corporate compliance management strategic plan, basic system and annual report;
- (2) Promote the improvement of the compliance management system;
- (3) Decide on the appointment and removal of the person in charge of compliance management;
- (4) Decide on the establishment and functions of the leading department for compliance management;
- (5) Studying and deciding on major matters related to compliance management;
- (6) Decide on the handling of the relevant violators in accordance with the authority.

Article 6 The compliance management responsibilities of the board of supervisors mainly include:

- (1) Supervising whether the decisions and procedures of the board of directors are compliant;
- (2) Supervising the performance of compliance management duties of directors and senior management;
- (3) Propose the removal of directors and senior managers who are primarily responsible for causing major compliance risks;

(4) To propose to the board of directors to remove and replace the person in charge of compliance management of the company.

Article 7 The compliance management responsibilities of the managers mainly include:

(1) According to the decision of the board of directors, establish and improve the organizational structure of compliance management;

(2) Approving the specific rules and regulations for compliance management;

(3) Approving the compliance management plan and taking measures to ensure the effective implementation of the compliance system;

(4) Clarify the compliance management process to ensure that compliance requirements are integrated into the business field;

(5) Promptly stop and correct non-compliant business behaviors, and investigate violators according to their authority or make suggestions for handling them;

(6) Other matters authorized by the board of directors.

Article 8 A central enterprise shall set up a compliance committee, which shall be co-located with the enterprise legal construction leading group or the risk control committee, etc., to undertake the organization, leadership and overall coordination of compliance management, and to hold regular meetings to study and decide on major compliance management issues or provide opinions. Advise, guide, supervise and evaluate compliance management work.

Article 9 The relevant person in charge of a central enterprise or the general counsel shall serve as the person in charge of compliance management, and the main responsibilities include:

(1) Organizing the formulation of compliance management strategic plans;

(2) Participate in major corporate decisions and put forward compliance opinions;

(3) Leading the compliance management lead department to carry out the work;

(4) Reporting major compliance management issues to the board of directors and the general manager;

(5) Organizing the drafting of annual reports on compliance management.

Article 10 The legal affairs agency or other relevant agencies shall be the leading department for compliance management, organize, coordinate and supervise the compliance management work, and provide compliance support for other departments. The main responsibilities include:

(1) Studying and drafting compliance management plans, basic systems and specific system regulations;

(2) Continue to pay attention to changes in laws and regulations, organize compliance risk identification and early warning, and participate in compliance review and risk response for major corporate matters;

(3) Organizing and conducting compliance inspections and assessments, conducting compliance evaluations on systems and processes, and urging rectification and continuous improvement of violations;

(4) To guide the compliance management work of its affiliated units;

(5) Accepting reports of violations within the scope of duties, organizing or participating in the investigation of violations, and making suggestions for handling;

(6) Organizing or assisting business departments and personnel departments to carry out compliance training.

Article 11 The business department shall be responsible for the daily compliance management in this field, improve the business management system and process in accordance with the compliance requirements, proactively carry out compliance risk identification and hidden danger investigation, issue compliance warnings, organize compliance review, and promptly report to compliance The leading department of compliance management reports risk matters, properly responds to compliance risk events, conducts compliance training in this field and business partner compliance investigation, etc., organizes or cooperates with violation investigations and timely rectification.

Supervision, audit, legal, internal control, risk management, safety production, quality and environmental protection and other relevant departments perform compliance management responsibilities within the scope of their powers.

### Chapter 3 Compliance Management Key Points

Article 12 A central enterprise shall, in light of changes in the external environment and in light of its own actual conditions, on the basis of comprehensively promoting compliance management, highlight key areas, key links and key personnel, and effectively prevent compliance risks.

Article 13 Strengthen compliance management in the following key areas:

(1) Market transactions. Improve the transaction management system, strictly implement the decision-making approval process, establish and improve the self-discipline and integrity system, highlight anti-commercial bribery, anti-monopoly, anti-unfair competition, and regulate asset transactions, bidding and other activities;

(2) Safety and environmental protection. Strictly implement national safety production and environmental protection laws and regulations, improve enterprise production norms and safety and environmental protection systems, strengthen supervision and inspection, and promptly discover and rectify violations;

(3) Product quality. Improve the quality system, strengthen process control, strictly control the quality of each link, and provide high-quality products and services;

(4) Labor employment. Strictly abide by labor laws and regulations, improve the labor contract management system, standardize the signing, performance, modification and termination of labor contracts, and effectively safeguard the legitimate rights and interests of laborers;

(5) Finance and taxation. Improve the financial internal control system, strictly implement the operation and approval process of financial matters, strictly abide by financial discipline, strengthen the awareness of paying taxes according to law, and strictly abide by tax laws and policies;

(6) Intellectual property rights. Apply for the registration of intellectual property rights in a timely manner, standardize the implementation of licensing and transfer, strengthen the protection of trade secrets and trademarks, regulate the use of others' intellectual property rights in accordance with the law, and prevent infringement;

(7) Business partners. Conduct compliance investigations on important business partners, and promote compliance with business partners by signing compliance agreements and requiring compliance commitments;

(8) Other areas that need to be focused on.

Article 14 Strengthen the compliance management of the following key links:

(1) System formulation link. Strengthen the compliance review of important documents such as rules and regulations, reform plans, etc., to ensure compliance with laws, regulations, regulatory requirements and other requirements;

(2) The business decision-making process. Strictly implement the "three important and one big" decision-making system, refine decision-making matters and authorities at all levels, strengthen the compliance demonstration of decision-making matters, and ensure that decision-making is in compliance with laws and regulations;

(3) Production and operation links. Strictly implement the compliance system, strengthen the supervision and inspection of key processes, and ensure that things are handled and operated in accordance with the rules in the production and operation process;

(4) Other links that need to be focused on.

Article 15 Strengthen the compliance management of the following key personnel:

(1) Managers. Promote management personnel to effectively improve their awareness of compliance, take the lead in carrying out business management activities in accordance with laws and regulations, conscientiously perform their responsibility for compliance management, and strengthen assessment, supervision and accountability;

(2) Personnel in important risk positions. According to the compliance risk assessment, clearly define important risk positions, increase training in a targeted manner, so that personnel in important risk positions are familiar with and strictly abide by the various regulations involved in the business, and strengthen supervision and inspection and accountability for violations;

(3) Overseas personnel. Make compliance training a necessary condition for overseas personnel to take up and take up jobs, and ensure compliance with relevant regulations such as the laws and regulations of my country and the country where they are located;

(4) Other personnel who need to be paid special attention.

Article 16 Strengthen the compliance management of overseas investment and business operations:

(1) In-depth study of the laws and regulations of the country where the investment is located and relevant international rules, comprehensively grasp the prohibitive regulations, and clarify the red line and bottom line of overseas investment and operation;

(2) Improve the system, system and process of overseas compliance operation, attach importance to the compliance demonstration and due diligence of the project, strengthen the management and control of overseas institutions according to law, and standardize the operation and management behavior.

(3) Regularly check and sort out the risk status of overseas investment and operation business, focus on compliance risks in major decision-making, major contracts, large-amount capital management and control, and corporate governance of overseas subsidiaries, and properly handle and report them in a timely manner to prevent expansion and spread.

#### Chapter IV Compliance Management Operation

Article 17 Establish and improve a compliance management system, formulate compliance codes of conduct that all employees generally abide by, formulate special compliance management systems for key areas, and timely convert relevant external compliance requirements into Internal rules and regulations.

Article 18 Establish a compliance risk identification and early warning mechanism, comprehensively and systematically sort out compliance risks existing in business management activities, and systematically analyze the possibility, degree of impact, and potential consequences of risks, etc. Risks with more serious consequences are issued early warnings in a timely manner.

Article 19 Strengthen compliance risk response, formulate plans for discovered risks, take effective measures, and deal with them in a timely manner. For major compliance risk events, the Compliance Committee will lead the

overall planning, the person in charge of compliance management will take the lead, and relevant departments will coordinate and cooperate to minimize risks and reduce losses.

Article 20 Establish and improve a compliance review mechanism, take compliance review as a necessary procedure for the formulation of rules and regulations, decision-making on major issues, signing of important contracts, operation of major projects, and other business management behaviors, and promptly propose amendments to non-compliant content, shall not be implemented without compliance review.

Article 21 Strengthen accountability for violations, improve the punishment mechanism for violations, clarify the scope of responsibility for violations, and refine punishment standards. Unblock the reporting channels, conduct timely investigations on the problems and clues reported, and seriously investigate the responsibilities of those who violate the regulations.

Article 22 Carry out compliance management assessment, regularly analyze the effectiveness of the compliance management system, find out the root causes of major or recurring compliance risks and violations, improve relevant systems, plug management loopholes, and strengthen the process Control and continuous improvement.

#### Chapter V Compliance Management Guarantee

Article 23 Strengthen compliance assessment and evaluation, incorporate compliance operation and management into the annual comprehensive assessment of the persons in charge of various departments and affiliated enterprises, and refine the assessment indicators. Evaluate the performance of compliance responsibilities of affiliated units and employees, and use the results as an important basis for employee assessment, cadre appointment, and selection of priority.

Article 24 Strengthen the construction of compliance management informatization, optimize the management process through informatization means, and record and save relevant information. Use big data and other tools to strengthen real-time online monitoring and risk analysis of legal compliance of business management behaviors, and realize information integration and sharing.

Article 25 Establish a professional and high-quality compliance management team, allocate compliance management personnel according to factors such as business scale and compliance risk level, and continuously strengthen business training to improve the team's ability.

Important regions and key projects of overseas operations shall specify compliance management institutions or assign full-time personnel to effectively prevent compliance risks.

Article 26 Attaches great importance to compliance training, and establishes an institutionalized and normalized training mechanism in combination with publicity and education of the rule of law to ensure that employees understand and follow corporate compliance goals and requirements.

Article 27 Actively cultivate a compliance culture, strengthen the awareness of safety, quality, integrity and integrity of all employees by formulating and issuing compliance manuals, signing compliance commitments, etc. Consolidate the ideological foundation of compliant operation.

Article 28 A compliance reporting system is established. If a major compliance risk event occurs, the leading department of compliance management and relevant departments shall report to the person in charge of compliance management and the leader in charge in a timely manner. Major compliance risk events should be reported to the SASAC and relevant departments.

At the end of each year, the leading department of compliance management will comprehensively summarize the work of compliance management, draft an annual report, and submit it to the SASAC in a timely manner after being reviewed and approved by the board of directors.

#### Chapter VI Supplementary Provisions

Article 29 Central SOEs formulate detailed compliance management implementation rules in accordance with these Guidelines and in light of actual conditions.

Local state-owned assets supervision and administration agencies may refer to these Guidelines to actively promote the compliance management of the invested enterprises.

Article 30 The SASAC is responsible for the interpretation of these Guidelines.

Article 31 These Guidelines shall come into force on the date of promulgation.

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