

PRACTICAL PREPARATION CHECKLIST | 双语实务准备清单

中澳投资与经营项目准备清单

China-Australia Project Readiness Checklist

用于中国企业在澳大利亚投资、设立公司、并购、合资或开展经营前，将 ODI、FIRB、资金、尽调、合同、治理和交割安排放在同一张执行地图中。

For Chinese businesses preparing an Australian investment, establishment, acquisition, joint venture or operating project, with ODI, FIRB, funding, diligence, contracts, governance and closing aligned.

适合使用	USE THIS WHEN
☐ 项目即将签约或付款 ☐ ODI 与 FIRB 路径未对齐 ☐ 控制权与股权安排复杂 ☐ 需要中英文交易文件	☐ Signing or funding is approaching ☐ ODI and FIRB are not aligned ☐ Control and ownership are complex ☐ Bilingual transaction documents are required

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中澳投资与经营项目准备清单

第一部分 | 事实、材料与早期风险控制

01 主体、所有权与项目边界

- ☐ 列明中国境内投资主体、最终受益人、澳大利亚目标或新设公司以及关键关联方。
- ☐ 用结构图表示直接和间接持股、控制权、董事席位、代持、信托、合资和融资安排。
- ☐ 明确项目是绿地投资、并购、合资、经销、服务、技术许可、房地产或其他模式。
- ☐ 统一中英文名称、交易范围、估值、币种、时间表和签约/交割先决条件。

02 中国 ODI 路径

- ☐ 识别发改、商务、外汇、国资、银行和行业监管环节以及项目是否敏感。
- ☐ 核对投资金额、资金来源、境外架构、真实性材料和境内主体财务承受能力。
- ☐ 把 ODI 备案或核准、银行汇出与交易合同的付款条件、终止权和长停日期衔接。
- ☐ 不要在审批与资金路径未核实前承诺不可撤回的付款或过短的交割期限。

03 FIRB 与澳大利亚行业审批

- ☐ 核对投资者身份、最终控制、目标资产、行业、土地权益、交易金额和协议结构。
- ☐ 评估 FIRB 通知/批准、强制通知、国家安全审查、费用和审查时间是否适用。
- ☐ 识别竞争、金融服务、电信、关键基础设施、能源、国防、数据、税务和州级许可。
- ☐ 在合同中设置准确的监管先决条件、配合义务、信息提供、风险分配和退出机制。

04 资金、税务与交易结构

- ☐ 列明股权、股东贷款、第三方融资、担保、对价调整和后续资本需求。
- ☐ 核对预提税、资本利得、印花税、GST、转让定价、薄资本和税收居民风险。
- ☐ 评估汇率、分期付款、托管、留置、保证、交割账户和资金用途限制。
- ☐ 确保法律结构、税务分析、ODI 申报和实际资金流保持一致。

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第二部分 | 路径、执行与首次咨询

05 尽调与风险分级

- ☐ 覆盖公司、股权、重大合同、诉讼、合规、财务、税务、资产、用工、知识产权、数据和许可。
- ☐ 区分必须在签约前解决、可作为交割条件、可由赔偿覆盖和可在交割后整改的问题。
- ☐ 对关键客户、供应商、牌照、技术、数据和人员设置验证材料及负责人访谈。
- ☐ 建立问题清单、风险等级、金额影响、责任人、截止日和解决证据。

06 合同、治理与退出

- ☐ 明确董事会、保留事项、预算、融资、信息权、关联交易、僵局和少数股东保护。
- ☐ 校准中英文版本、陈述保证、赔偿、责任上限、价格调整和重大不利变化。
- ☐ 设计违约、稀释、转让限制、优先权、跟售／拖售、看跌／买断和清算路径。
- ☐ 选择与资产和执行地匹配的法律、法院或仲裁机构、地点、语言和送达方式。

07 用工、知识产权与数据

- ☐ 确认关键人员聘用、激励、竞业、保密、移民、工作健康安全和承包商分类。
- ☐ 核验商标、专利、软件、域名、内容和技术成果的权属、许可、登记和转让。
- ☐ 绘制客户、员工、供应商和系统数据流，识别中澳跨境访问、传输和本地监管义务。
- ☐ 在交割、系统迁移和人员整合计划中设置权限、备份、通知与事件响应安排。

08 签约、交割与交割后控制

- ☐ 建立签约、审批、融资、交割文件、资金、登记、通知和责任人的统一清单。
- ☐ 设立交割后 30／60／90 天行动：治理、银行、税务、许可、用工、IP、数据和合同整合。
- ☐ 保留董事决定、授权、资金流和监管沟通记录，确保申报内容与实际执行一致。
- ☐ 提前约定争议升级、紧急救济、证据保全、账户与关键系统控制。

首次咨询摘要

填写下列信息，并先附关键文件清单即可。
在利益冲突核验及安全传输安排前，请勿发送身份证件、银行资料或大批量案件文件。

联系人／公司	_____	相关国家或地区	_____
对方名称	_____	关键日期或期限	_____
希望首先解决的问题	_____	目前已有材料	_____

China-Australia project readiness checklist

PART 1 | CORE FACTS AND EARLY RISK CONTROL

01 Parties, ownership and project perimeter

- ☐ Identify the Chinese investor, ultimate beneficial owners, Australian target or new entity and key affiliates.
- ☐ Map direct and indirect ownership, control, board rights, nominees, trusts, joint ventures and financing.
- ☐ Define whether the project is greenfield, acquisition, JV, distribution, services, licensing, real estate or another model.
- ☐ Align Chinese and English names, scope, value, currency, timetable and signing or closing conditions.

02 China ODI pathway

- ☐ Map NDRC, MOFCOM, foreign exchange, state-asset, banking and sector steps, including sensitivity.
- ☐ Verify investment amount, funding source, offshore structure, authenticity materials and financial capacity.
- ☐ Align ODI filing or approval and bank remittance with payment conditions, termination rights and long-stop dates.
- ☐ Avoid irreversible payment commitments or unrealistic closing dates before approvals and funding are verified.

03 FIRB and Australian sector approvals

- ☐ Check investor status, ultimate control, target asset, sector, land interests, value and agreement structure.
- ☐ Assess FIRB notification or approval, mandatory notification, national security review, fees and timing.
- ☐ Identify competition, financial services, telecommunications, critical infrastructure, energy, defence, data, tax and state approvals.
- ☐ Use accurate regulatory conditions, cooperation duties, information obligations, risk allocation and exit mechanics.

04 Funding, tax and transaction structure

- ☐ Map equity, shareholder debt, third-party finance, security, price adjustments and future capital requirements.
- ☐ Check withholding, capital gains, stamp duty, GST, transfer pricing, thin-capitalisation and tax-residence issues.
- ☐ Assess FX, instalments, escrow, retention, guarantees, closing accounts and restrictions on use of funds.
- ☐ Keep legal structure, tax analysis, ODI submissions and actual funds flow consistent.

China-Australia project readiness checklist

PART 2 | PATHWAY, EXECUTION AND FIRST ENQUIRY

05 Diligence and risk grading

- ☐ Cover corporate, title, material contracts, disputes, compliance, financials, tax, assets, employment, IP, data and licences.
- ☐ Separate pre-signing fixes, closing conditions, indemnifiable risks and post-closing remediation.
- ☐ Set evidence requests and management interviews for key customers, suppliers, licences, technology, data and personnel.
- ☐ Maintain an issue list with risk rating, financial impact, owner, deadline and proof of resolution.

06 Contracts, governance and exit

- ☐ Define board powers, reserved matters, budgets, funding, information rights, related dealings, deadlock and minority protection.
- ☐ Align bilingual versions, warranties, indemnities, liability caps, price adjustment and material adverse change clauses.
- ☐ Design default, dilution, transfer restrictions, pre-emption, tag or drag, put or buyout and liquidation routes.
- ☐ Choose law, court or arbitration institution, seat, language and service method to match assets and enforcement.

07 Employment, IP and data

- ☐ Confirm key hires, incentives, restraints, confidentiality, immigration, work health and safety and contractor status.
- ☐ Verify title, licence, registration and transfer for trade marks, patents, software, domains, content and know-how.
- ☐ Map customer, employee, supplier and system data, including China-Australia access, transfer and local obligations.
- ☐ Build access, backup, notification and incident response into closing, migration and workforce integration.

08 Signing, closing and post-closing control

- ☐ Use one checklist for signing, approvals, finance, closing documents, funds, registrations, notices and owners.
- ☐ Set 30, 60 and 90-day actions for governance, banking, tax, licences, employment, IP, data and contract integration.
- ☐ Preserve board decisions, authorities, funds flow and regulatory communications so submissions match implementation.
- ☐ Plan escalation, urgent relief, evidence preservation and control of accounts and critical systems before a dispute.

First enquiry summary

Complete the fields below and attach only a short key-document list.
Do not send identity, banking or bulk case files before conflicts and secure transfer checks.
Prepare: preferred name or company, relevant jurisdictions, other-party names, critical deadline, immediate objective and available documents.