Advances in Social Science and Culture
ISSN 2640-9682 (Print) ISSN 2640-9674 (Online)
Vol. 8, No. 4, 2026
www.scholink.org/ojs/index.php/assc

Original Paper

Challenges in Applying the Fiduciary Duties of Actual Controllers and Paths to Improvement Under the New Company Law

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Received: May 22, 2026 Accepted: July 07, 2026 Online Published: July 27, 2026
doi:10.22158/assc.v8n4p23 URL: http://dx.doi.org/10.22158/assc.v8n4p23

Abstract

The "Company Law of the People's Republic of China" revised in 2023 clarified for the first time at the legislative level that controlling shares and actual controllers who are not company directors but actually perform company affairs are also subject to the directors' duties of loyalty and diligence. This has made up for the previous lack of fiduciary duty regulations to a certain extent. However, this provision still continues the tradition of principled legislation. In judicial application, it faces practical difficulties such as different standards for subject identification, vague scope of obligated objects, lack of behavioral judgment standards, and poor accountability mechanisms. Starting from the framework of the new company law, combined with my country's judicial practice and reference to regulatory experience from abroad, this article proposes a systematic improvement path from four dimensions: reconstruction of identification rules, clarity of obligation boundaries, refinement of judgment standards, and improvement of the accountability system, with a view to improving the operability of the actual controller's fiduciary obligations in practice and strengthening the protection of the interests of multiple entities such as the company, small and medium-sized shareholders, and creditors.

Keywords

actual controller, fiduciary duty, duty of loyalty, duty of care

1. Introduction

In the practice of corporate governance in my country, the actual controller dominates business decisions by virtue of his substantial power over the company, and is the core subject that affects the direction of the company's operations. With the development of corporate conglomerates and complex ownership structures, the phenomenon of actual controllers abusing their control rights to engage in profit transfer, related transactions, hollowing out company assets and other opportunistic behaviors occurs frequently, seriously infringing the legitimate rights and interests of the company, small and medium-sized shareholders and creditors, and disrupting the stable order of the capital market. (Note 1)

In 2005, the Company Law introduced the concept of “actual controller” for the first time, but only made restrictive provisions on its related-party transactions and did not clarify its status as the subject of fiduciary obligations. As a result, the regulation of actual controllers lacked a systematic normative basis for a long time. (Note 2)

A key breakthrough was achieved in the revision of the Company Law in 2023. Article 180 of it provides a general provision on the connotation of the duty of loyalty and the duty of diligence, officially including the actual controller within the scope of regulation of fiduciary obligations, marking an important progress in my country’s corporate governance from “formal subject regulation” to “substantive behavioral regulation”. However, at the same time, the legislation has only completed the expansion of the subject of obligations, and has not established corresponding identification standards, applicable rules and responsibility systems. Judicial practice still faces many application difficulties.

Existing research mostly focuses on the construction of fiduciary obligations of controlling shareholders, or separately discusses the identification rules of actual controllers. Research on the systematic application of fiduciary obligations under the framework of the new company law still needs to be deepened. Based on this, this article uses the normative revision of the New Company Law as the background to sort out the theoretical logic of the fiduciary obligations of the actual controller, analyze the core dilemmas in the current judicial application, and combine the experience of overseas regulations to propose a localized improvement path to provide theoretical reference for the implementation of the system.

2. The Normative Foundation and Theoretical Logic of the Fiduciary Duties of Actual Controllers

2.1 The Normative Evolution of the Concept of “Actual Controller”

The concept of actual controller in the context of my country’s company law has experienced a gradual expansion process. In 2005, the Company Law defined it for the first time, limiting it to “a person who, although not a shareholder of the company, can actually control the company’s behavior through investment relationships, agreements or other arrangements.” This definition excludes the identity of shareholders. The original intention is to distinguish two types of entities: controlling shareholders and actual controllers, and set regulatory rules respectively. However, in practice, shareholders who hold a large number of shares that do not meet the control standards but achieve substantial control through voting rights entrustment, equity holdings, etc. are free from the blank areas of the two types of regulatory rules and are difficult to be effectively restrained. (Note 3)

Article 265 of the 2023 Company Law deletes the qualification of “although not a shareholder of the company” and adjusts the definition of actual controller to “a person who can actually control the company's behavior through investment relationships, agreements or other arrangements." This revision expands the scope of the concept, covering both non-shareholder controlling entities and substantive controllers who have shareholder status but are not recognized as controlling shareholders, filling the regulatory gap caused by the separation of identities. (Note 4) From the perspective of normative nature, the actual controller is a blanket concept, and its core characteristic lies in the "actual control" over the company, rather than the external identity or shareholding form. This is also the factual basis for imposing fiduciary obligations on it.

2.2 The Dual Structure of Fiduciary Duties

Fiduciary obligations originate from the trust system of the Anglo-American legal system. The core requirement is that the fiduciary must act in the best interests of the trustor and shall not use the fiduciary position for personal gain. Fiduciary obligations in the field of corporate law include two core pillars: the duty of loyalty and the duty of diligence, which together constitute a behavioral restraint system for controlling entities.

The essence of the duty of loyalty is the rule prohibiting conflicts of interest. Paragraph 1 of Article 180 of the new "Company Law" clarifies its connotation as "Measures shall be taken to avoid conflicts between one's own interests and the interests of the company, and shall not use one's authority to obtain improper interests", establishing the two basic principles of "avoiding conflicts of interest" and "prohibiting improper profit-making". Its specific contents include the prohibition of misappropriation of company property, prohibition of leaking business secrets, prohibition of usurping company opportunities, compliance disclosure and avoidance of related-party transactions, etc. It is a passive obligation of inaction, and its core is to prevent moral hazard. (Note 5)

The essence of the duty of diligence is the rule of reasonable care. Paragraph 2 of Article 180 of the new Company Law defines it as "when performing duties, a manager shall exercise the reasonable care normally due to him in the best interest of the company", which integrates the duty of care in the common law system and the duty of good management in the civil law system. Its normative logic includes three levels of progression: the first is the benchmark of good faith, which requires pure decision-making motives and the elimination of conflicts of interest; the second is the standard of conduct, which requires reaching the level of professional judgment for similar positions in similar situations; the third is process review, which emphasizes the prudence of decision-making procedures. Different from the duty of loyalty, the duty of diligence is an obligation to actively perform duties, and the core is to prevent slack in performance of duties. (Note 6)

2.3 The Legitimate Basis for the Duty of Good Faith Owed by the Actual Controller

Imposing fiduciary duties on actual controllers is an inevitable requirement of the principle of reciprocity of rights and responsibilities in corporate law, and has a solid theoretical basis. First, the principle of reciprocity between control rights and obligations. The actual controller has the substantial decision-making power of the company and can obtain excess benefits through control actions. According to the basic legal principle of matching rights and responsibilities, he should bear fiduciary obligations corresponding to the control power to prevent the abuse of power. (Note 7) Second, the extension of principal-agent theory. After the separation of ownership and control rights in corporate governance, although the actual controller has no formal entrustment status, he actually exercises entrusted management power, forming a de facto principal-agent relationship with the company and shareholders. Fiduciary obligations are the core tool to reduce agency costs and prevent moral hazard. Third, there is a practical need to make up for the shortcomings of formal governance. In practice, a large number of actual controllers hide behind the scenes through anonymous shareholding, agreement control, etc., avoiding the legal responsibilities of directors and senior executives. It is difficult to achieve effective restraint by only regulating registered directors, supervisors, and senior executives. Extending fiduciary obligations to actual controllers can pierce the veil of formal governance and achieve substantive fairness. (Note 8)

3. Challenges in Applying the Fiduciary Duty of Actual Controllers Under the New Company Law

Although the new Company Law has established the status of actual controllers as subjects of fiduciary duties, the lack of supporting rules has led to multiple obstacles in the implementation of the system. A review of judicial rulings involving disputes over actual controllers in recent years reveals that controversies in judicial practice center on four dimensions: determination criteria, scope of obligations, assessment rules, and accountability mechanisms.

3.1 Ambiguity in the Criteria for Determining Status

The identification of the actual controller is a prerequisite for the application of fiduciary obligations. However, the current legislation only provides an abstract definition. In judicial practice, the identification standards vary significantly, and the phenomenon of different judgments for the same case occurs from time to time.

On the one hand, the applicable standards for formal review and substantive review are confusing. Some courts focus on formal requirements and rely on external information such as industrial and commercial registration, shareholding ratios, and articles of association records as the core basis. They tend to ignore the true state of substantive control, leading to insufficient identification of hidden forms of control such as equity holdings on behalf of shareholders and multi-layer nested shareholdings. (Note 8) Other courts focus on substantive review, but lack a unified standard for the judgment of “actual domination of the company”. Some equate daily business and management behavior with domination, and some only use capital transactions and personality confusion as the basis for determination. The caliber of judgments varies greatly. Judging from the focus of disputes in the case, the issue of the standard for determining the actual controller occupies a considerable proportion. Some referees only generally mentioned that “management behavior is different from dominance behavior” but did not clarify the specific judgment rules.

On the other hand, the boundary between shareholder exercise of rights and de facto directors is blurred.

The New Company Law limits the application of fiduciary duties to the actual controller who "actually performs company affairs", that is, the behavior exceeds the boundaries of shareholder power and substantially exercises the powers of directors. However, in practice, it is the legitimate right of shareholders to influence decision-making through voting rights. There is a lack of clear standards for when it constitutes "excession of directors' powers." This has led to some normal shareholders' exercise of power being improperly recognized as de facto directors, and the scope of application of fiduciary obligations has been improperly expanded. (Note 9)

3.2 Unclear Scope of Obligations

The scope of counterparties of fiduciary obligations directly determines the boundary of protection. The current legislation only implies that fiduciary obligations point to the company, and does not clearly stipulate whether small and medium-sized shareholders and creditors are the objects of the obligations, which leads to dual differences in theory and practice.

For small and medium-sized shareholders, the mainstream view is that the actual controller should bear fiduciary obligations to correct the alienation of capital majority rule. However, in judicial practice, small and medium-sized shareholders mostly claim their rights indirectly through shareholder representative litigation. There is no direct way to pursue liability based on fiduciary obligations, and the protection is insufficient. For creditors, the differences are even more stark. Some courts believe that fiduciary obligations only exist at the internal governance level of the company, and creditors should claim their rights through contracts and personality disavowal systems; some courts recognize that under certain circumstances, the actual controller should bear direct liability to creditors; and some adjudicators adopt a vague stance of making judgments on a case-by-case basis. In judicial practice, the views supporting indirect liability and direct liability coexist, and many cases do not make a clear position on this. (Note 10)

Ambiguity at the legislative level exacerbates practical differences. Article 20 of the new Company Law only stipulates in principle that companies should assume social responsibilities and consider the interests of stakeholders, and does not clearly include creditors within the scope of protection of fiduciary obligations. As a result, judicial decisions lack direct normative basis and it is difficult to form stable expectations. (Note 11)

3.3 Lack of Judgment Criteria

The judgment standard of fiduciary obligations is the core of the operation of the system. However, the current legislation only expresses principles and lacks operable judicial review rules, resulting in inconsistent judgment standards.

At the level of the duty of loyalty, the core problem is the vague standard for identifying conflicts of interest. Although the new Company Law lists prohibited situations under the duty of loyalty, the review of conflicts of interest only focuses on procedural disclosure and lacks substantive fairness judgment rules. Taking related-party transactions as an example, most cases only examine whether disclosure and avoidance procedures have been implemented, and there is a lack of quantitative judgment standards on whether the transaction price is fair and whether it has substantially harmed the company’s interests. As a result, a large number of transactions that are compliant in form but unfair in substance are difficult to regulate. (Note 12) At the same time, there is also a lack of unified rules in practice as to whether conflicts of interest indirectly carried out by the actual controller by instructing directors are deemed to be violations of the duty of loyalty by the actual controller.At the level of diligence obligations, the abstract standard of “reasonable care” is difficult to implement.

The duty of diligence is highly subjective and difficult to quantify in judicial review. In practice, courts often adopt a result-oriented judgment logic. As long as the company suffers losses, it is presumed that the actual controller has failed to fulfill its duty of diligence, ignoring the risk nature of the business decision itself. Some courts also overly respect business judgment and rarely review the decision-making process, resulting in the duty of diligence becoming an empty letter. Both of these extreme tendencies are detrimental to striking a balance between business vitality and risk prevention.

3.4 Obstructed Accountability Mechanisms

Without relief, there is no right. The current accountability mechanism for breach of trust by the actual controller has obvious shortcomings, making it difficult to implement obligation constraints. First, there are institutional obstacles to shareholder representative litigation. Article 189 of the new “Company Law” stipulates that shareholders can file a representative lawsuit against “another person’s infringement of the company’s legitimate rights and interests”, but it does not clearly include the actual controller as a defendant, causing some courts to reject the case on the grounds that the law is not clear. At the same time, pre-procedure rules can easily be evaded by the actual controller. The actual controller often controls the board of directors and the board of supervisors. There is a high probability that shareholders will be rejected when performing preparatory procedures, which only increases litigation costs and time loss. (Note 13) In addition, the distribution of the burden of proof is unreasonable. The plaintiff shareholders need to prove that the actual controller has committed breach of trust, caused the company’s losses, and there is a causal relationship between the two. However, the company’s core information is controlled by the actual controller, making it extremely difficult for the plaintiff to prove.

Second, the responsibility-bearing system is imperfect. Currently, liability for breach of trust is mainly based on damages, with a single form and vague calculation standards. Although the vesting rights system has provisions, its scope of application is narrow, it does not clearly apply to actual controllers, and it lacks specific exercise procedures and benefit calculation rules. At the same time, the absence of responsibilities of the actual controller after the company was dissolved or canceled resulted in some actual controllers evading responsibility by canceling the company, and the relief chain was broken. (Note 14)

4. Lessons from Overseas Regulations on the Fiduciary Duties of Actual Controllers

The fiduciary duty system originated in the common law tradition, and civil law countries have also developed distinctive regulatory models based on their own legal traditions. Examining the institutional experiences of the United States, Germany, and the United Kingdom can provide a reference for China to improve its relevant rules.

4.1 The U.S. Model

The United States is a country with a relatively mature fiduciary duty system. It has built a flexible and systematic regulatory framework based on case law.

In terms of obligations, the United States adopts a dynamic adjustment model. Under normal operating conditions, fiduciary obligations mainly point to the company and shareholders; when the company falls into insolvency or is on the verge of bankruptcy, the focus of protection of fiduciary obligations shifts to creditors. This rule is based on the “trust fund principle” and holds that when a company becomes insolvent, its property is essentially the trust property of creditors, and directors and controllers should give priority to protecting the interests of creditors. This dynamic adjustment mechanism not only adheres to the company’s profit-making attributes, but also takes into account creditor protection in special scenarios.

In terms of judgment standards, the United States has formed a binary review rule. The business judgment rule applies to the duty of diligence, and it is presumed that the business decisions made by directors based on good faith and sufficient information are legal. Even if the decision ultimately fails, there is no need to bear responsibility, so as to respect operational autonomy and encourage business innovation. For transactions with conflicts of interest under the duty of loyalty, full fairness standards are applied, and the controller bears the burden of proof that there is no conflict of interest or that the transaction is fair in terms of procedures and prices despite the conflict. Otherwise, it is deemed a breach of trust. (Note 15) These two rules serve distinct purposes, achieving a balance between dynamism and restraint.

In terms of remedies, the U.S. shareholder derivative suit system is highly developed. Through mechanisms such as shifting the burden of proof and court-mandated review of settlement agreements, it prevents controlling shareholders from manipulating litigation and ensures the effectiveness of remedies.

4.2 The German Model

As a representative of the civil law system, Germany has established systematic controller regulatory rules through statutory law, the core of which is the Concern system.

Germany’s “Stock Law” divides affiliated enterprises into two categories: contractual and de facto companies, which set the obligations and responsibilities of controllers respectively. In a contractual consortium, the controlling company can exercise control based on the domination agreement, but it is required to bear the obligation to make up for the annual losses of the subordinate company; in a de facto consortium, the controlling company is not allowed to exert adverse influence on the subordinate company, otherwise it will be liable for compensation or compensation. (Note 16) This typed distinction fits the characteristics of different control forms, with clear rules and strong operability.

Regarding the standard of diligence obligations, Germany adopts the standard of “upright and diligent manager”, which is a relatively strict expert standard and requires controllers to meet the level of attention of professional managers. At the same time, Germany took the lead in introducing a reversal of the burden of proof rule into statutory law, allowing the controller to prove that its decision-making complied with the duty of diligence, significantly reducing the plaintiff’s burden of proof. In addition, German law also emphasizes corporate social responsibility and requires controllers to take into account multiple dimensions such as employees and public interests when making decisions, enriching the connotation of fiduciary obligations.

4.3 The UK Model

The UK adopts a hybrid regulatory model that expands the concept of directors to cover actual controllers, providing both flexibility and certainty.

Its core system is the shadow director system. The “Company Law 2006” stipulates that even if the company is not registered as a director, if the director of the company habitually acts in accordance with his instructions and instructions, the subject constitutes a shadow director and bears exactly the same obligations and responsibilities as a formal director (Note 17). This system penetrates the restrictions of formal identity, can flexibly cover all types of actual controllers behind the scenes, and effectively prevents the evasive behavior of “anonymous control and real-name responsibility”.

At the same time, the UK has established a significant controller registration system and set quantitative standards for identification of control rights. If you directly or indirectly hold more than 25% of the shares, hold more than 25% of the voting rights, have the right to appoint or remove the majority of the board of directors, have a decisive influence on the company’s operations, etc., you must fulfill the registration obligation if you meet any of the criteria (Note 18). This system enhances transparency through clear identification standards, which not only facilitates supervision, but also provides a clear reference for judicial determination.

In summary, although the three models have different paths, they share a common underlying logic. They all adhere to the identification principle of giving priority to substantive control, establish a binary judgment standard to distinguish between loyalty and diligence, and reduce the difficulty of the plaintiff’s proof through procedural design. These common experiences provide directions for the improvement of our country’s system.

5. Pathways for Improving China’s System of Fiduciary Duties for Actual Controllers

Grounded in China’s tradition of statutory law and corporate governance practices, and drawing on international experience, the system should be systematically improved across four dimensions—identification rules, scope of obligations, assessment criteria, and accountability mechanisms—to ensure the effective implementation of the fiduciary duty regime for actual controllers.

5.1 Establishing a Determination System Combining Two Elements

When determining the identity of the actual controller, the principle of giving priority to substantive review should be adhered to, with “actual dominance” as the core judgment criterion, a hierarchical identification indicator system should be constructed, and the standards for judicial adjudication should be unified.

The first is the substantive control of voting rights, that is, it can have a decisive influence on the resolutions of the shareholders’ meeting through equity, proxy holding, voting rights entrustment, etc.; the second is the control of the appointment and removal rights of the board of directors, that is, it can decide the appointment of the majority of the board of directors, and then control the operating decision-making level. If any of the core elements is met, it can be preliminarily determined that a control relationship exists. Auxiliary elements are supplementary proofs, including financial control rights, business management and control rights, external representation rights, etc., which are used to strengthen the identification of substantive control, and are especially suitable for agreement control scenarios without equity relationships.

Second, clarify the boundaries between shareholder exercise of power and de facto directors. Strictly distinguish between the legitimate exercise of rights by shareholders and the violation of directors’ powers: only influencing decision-making and nominating directors through voting rights at the shareholders’ meeting fall within the scope of shareholders’ rights and should not be recognized as the actual execution of company affairs; only when the controlling entity directly intervenes in the board of directors’ decision-making process, performs duties externally in the name of governance, and continues to exercise the exclusive powers of the board of directors stipulated in Article 67 of the Company Law, can it be deemed as “actual execution of company affairs”, and then fiduciary obligations apply.

5.2 Establishing a Tiered Scope of Obligations

To address the issue of ambiguous obligations, a tiered obligation system should be constructed, with the company at its core, minority shareholders as the focus, and creditors as a supplement, balancing the protection of diverse interests with corporate operational efficiency.

First, the fundamental fiduciary duty to the company should be clearly defined. The company is the primary counterparty to this fiduciary duty. The actual controller should act in accordance with the principle of maximizing the company’s interests and should not use control to harm the company’s assets and operating interests. This is the core content of the fiduciary duty and is already clearly stated in current legislation.

Second, the direct fiduciary duty to minority shareholders should be strengthened. It should be clarified that the actual controller must not use control to suppress minority shareholders, nor infringe upon their legitimate rights and interests, such as the right to know and the right to dividends, through majority voting. Minority shareholders can assert their rights indirectly through shareholder derivative suits, or directly file lawsuits based on their fiduciary duty when their interests are directly infringed upon.

Third, rules for limited protection of creditors should be established. The introduction of the "solvency threshold rule" limits the protection of creditors to specific scenarios: when a company is insolvent, clearly lacks the ability to pay its debts, or is on the verge of bankruptcy, the fiduciary duty of the actual controller must prioritize the interests of creditors, and the controller must not impair the company's solvency through asset transfers, improper dividends, unfair related-party transactions, or other means. This limited expansion responds to the practical needs of creditor protection while avoiding excessive burdens on the controller and impacting the company's profitability.

5.3 Introduction of a Dual-Track Judicial Review Framework

In view of the different attributes of the obligations of loyalty and diligence, corresponding judicial review standards are introduced to provide clear guidance for referees.

In relation to the duty of diligence, a business judgment rule is introduced. Clarify the requirements for its application: first, there is no conflict of interest at the time of decision-making, and the actual controller has no interest in the transaction; second, the decision is based on reasonable information, the actual controller has fulfilled necessary investigation and consultation obligations, and has mastered the core information required for decision-making; third, it is a good faith belief that the decision is in the best interests of the company. If the above requirements are met, even if the decision ultimately results in losses, it shall not be deemed a violation of the duty of diligence. This rule can delineate the boundaries of judicial intervention, avoid replacing ex-ante business decisions with ex-post judgments, and protect normal business vitality.

Establish a standard of complete fairness for the duty of loyalty. Distinguish between the dual dimensions of procedural fairness and substantive fairness. Procedural fairness requires that transactions involving conflicts of interest undergo complete information disclosure, avoidance of voting procedures, and be approved by disinterested directors or shareholders; substantive fairness requires that transaction prices and conditions comply with market fairness standards and do not harm the interests of the company. For transactions involving conflicts of interest that are not subject to compliance procedures, the burden of proof is reversed, and the actual controller is required to provide evidence to prove that the transaction is substantively fair. If the transaction cannot be proved, the duty of loyalty will be deemed to have been violated. This standard can not only guide the compliant exercise of powers through procedural rules, but also prevent avoidance through substantive review.

5.4 Establishing a Multi-Faceted and Coordinated Accountability System

A sound accountability mechanism is a guarantee of fiduciary duty, and efforts should be made from two dimensions: optimizing litigation paths and enriching forms of responsibility to enhance institutional deterrence.

First, optimize the rules for shareholder representative litigation. First, it clarifies that the actual controller falls under the category of others as defined in Article 189 of the Company Law, and shareholders can directly file a representative lawsuit against them to resolve any application disputes. Second, simplify the pre-procedure process. When there is evidence that the actual controller controls the board of directors or supervisory board, or if the pre-procedure is no longer meaningful, shareholders are exempted from the pre-procedure obligation and can directly file lawsuits. Third, adjust the allocation of the burden of proof: after the plaintiff preliminarily proves there is an appearance of breach of trust, the actual controller must provide evidence that their conduct meets the requirements of fiduciary duty, lowering the threshold for plaintiffs to present evidence.

Second, establish a dual responsibility model. Establish a responsibility system combining “priority application of the right of inclusion and supplementary damage compensation.” For cases where the actual controller gains from breach of trust, the right of inclusion is given priority, allowing all dishonest gains to be confiscated to the company without needing to prove actual losses, thereby improving accountability efficiency; When the company’s actual losses exceed the profits from breach of trust, it can claim damages for the shortfall, achieving the dual regulatory effect of depriving profits and compensating losses. At the same time, the rules for calculating losses are clearly defined, including both direct and foreseeable indirect losses in the scope of compensation.

Third, expand relief channels for special scenarios. On one hand, the application of the legal personality denial system should be appropriately expanded to include situations where actual controllers abuse control causing the company to lose independent personality and harm creditors’ interests; On the other hand, the deepstone principle is introduced in bankruptcy liquidation scenarios, allowing claims arising from unfair related-party transactions to be repaid later than other ordinary creditors, thereby strengthening preferential protection for creditors.

6. Conclusion

The revised Company Law, by including actual controllers within the scope of fiduciary duties, represents a significant advancement in my country’s corporate governance system, providing a normative foundation for regulating the abuse of control. However, the system still faces numerous obstacles in its implementation, including ambiguous identification of subjects, unclear boundaries of obligations, lack of judgment standards, and ineffective accountability mechanisms. These issues hinder the effectiveness of fiduciary duty regulation. Improving the fiduciary duty system for actual controllers should adhere to the core principle of substantive regulation. This involves clarifying subject boundaries through a two-tiered element identification system, defining the scope of obligation protection through tiered design, unifying judicial judgment standards through a dual-review system, and strengthening the system’s deterrent effect through a diversified accountability mechanism. Only by constructing a complete, clear, and highly operable regulatory system can the power of actual controllers be truly confined within the cage of the system, achieving substantive fairness in corporate governance and contributing to the healthy development of the capital market and the continuous optimization of the business environment.

References

Chen, J. (2022). Systematic Thinking on the Regulation of the Actual Controller in the Perspective of Company Law. *Journal of Beijing Institute of Technology (Social Sciences Edition)*, *24*(5), 59-70.

Fu, Q. (2022). Reform of Directors' Obligations under the Paradigm of Corporate Interests. *China Legal Science*, *2022*(6).

Ge, W. J. (2024). The Shadow Directors with Chinese Characteristics: An Analysis of Article 192 of the New Company Law. *Law Science Magazine*, *2024*(5).

Guo, F. Q. (2024). Research on Regulation Paradigms of Controlling Shareholder and Actual Controlling Party in the Company Law:The Reform and Improvement on Regulation Paradigms of Dual Controlling Parties in China's Company Law. *Academic Forum*, *47*(1).

Li, J. W., & Yue, W. B. (2022). Directors' Fiduciary Duty for Creditors: A Perspective of Company's Capital System. *Journal of China University of Political Science and Law*, *2022*(2).

Li, Y. (2023). Stakeholder Protection in Company Law: Its Structure and Possibilities. *ECUPL Journal*, *26*(5).

Liu, J. H. (2024). On Civil Liabilities of Actual Controllers as Shadow Directors: Centered on Explanation of the Article 192 of The New Company Law. *Journal of Law Application*, *2024*(7).

Luo, Y. Q. (2024). Improvement and Application of the Rules on Duty of Fidelity and Diligence of Directors, Supervisors and Executives. *People's Judicature*, *2024*(16).

Song, H. J. (2024). Localization of Business Judgment Rules: Theoretical Basis and Path of Realization. *Journal of Shanghai University of International Business and Economics*, *2024*(3).

Wang, J. W. (2023). Directors' Fiduciary Obligation System in China:Establishment of General Provisions on Expanding Application. *Contemporary Law Review*, *2023*(1).

Wang, Q. (2024). A Re-examination of the Normative System of Directors' Duty of Loyalty. *Journal of Southwest University of Political Science and Law*, *2024*(3).

Wang, S. C. (2019). The Fiduciary Duty of Actual Controllers of Companies (pp. 2-15). Beijing: China Legal Publishing House.

Yuan, C. L. (2024). Examining the Obligation to Disclose Conflicting Interests:Procedural Safeguards for Directors' Duty of Loyalty. *Jiaotong University Law Review*, *2024*(5).

Zhang, X. X. (2023). The Legal Regulation of the Actual Controller of the Company under the Perspective of Fiduciary Duty. *Journal of Henan Institute of Education (Philosophy and Social Sciences Edition)*, *2023*(5).

Zhao, L. (2024). The System Composition of Fiduciary Obligations in Company Law: Commenting on the Relevant Provisions of the New Company Law. *Law and Economy*, *2024*(3).

Zhao, L. (2024). Research on the Establishment and Application of the Fiduciary Duty Rules for Company Controllers. *Law Science Magazine*, *2024*(2).

Zhao, X. D., & Liu, B. (2024). Interpretation of the Provisions of the New Company Law (pp. 386-389). Beijing: People's Court Press.

Zheng, Y. (2021). Reflection on and Construction of the Liability of Controlling Person in a List Company. *Chinese Journal of Law*, *43*(2), 95-106.

Zhou, Y. (2024). Differential Practice and Institutional Expressions of Determination Standard for Actual Controller. *Tribune of Political Science and Law*, *42*(1), 169-180.

Notes

Note 1. Zhao Xudong, Liu Bin.Interpretation of the Provisions of the New Company Law[M]. Beijing: People's Court Press, 2024: 386-389.

Note 2. Wang Jianwen.Directors' Fiduciary Obligation System in China:Establishment of General Provisions on Expanding Application[J].Contemporary Law Review, 2023(1).

Note 3. Chen Jie.Systematic Thinking on the Regulation of the Actual Controller in the Perspective of Company Law[J].Journal of Beijing Institute of Technology (Social Sciences Edition), 2022, 24(5): 59-70.

Note 4. Guo Fuqing.Research on Regulation Paradigms of Controlling Shareholder and Actual Controlling Party in the Company Law:The Reform and Improvement on Regulation Paradigms of Dual Controlling Parties in China's Company Law[J].Academic Forum, 2024, 47(1).

Note 5. Luo Yingqing,Improvement and Application of the Rules on Duty of Fidelity and Diligence of Directors, Supervisors and Executives[J].People's Judicature, 2024(16).

Note 6. Zhao Lei.The System Composition of Fiduciary Obligations in Company Law:Commenting on the Relevant Provisions of the New Company Law[J].Law and Economy, 2024(3).

Note 7. Wang Shouchun. The Fiduciary Duty of Actual Controllers of Companies[M]. Beijing: China Legal Publishing House, 2019: 12-15.

Note 8. Zhao Ling.Research on the Establishment and Application of the Fiduciary Duty Rules for Company Controllers[J].Law Science Magazine, 2024(2).

Note 9. Zhou You.Differential Practice and Institutional Expressions of Determination Standard for Actual Controller[J].Tribune of Political Science and Law, 2024, 42(1): 169-180.

Note 10. Ge Weijun.The Shadow Directors with Chinese Characteristics: An Analysis of Article 192 of the New Company Law[J].Law Science Magazine, 2024(5).

Note 11. Li Jianwei, Yue Wanbing.Directors' Fiduciary Duty for Creditors: A Perspective of Company's Capital System[J].Journal of China University of Political Science and Law, 2022(2).

Note 12. Wang Qi. A Re-examination of the Normative System of Directors' Duty of Loyalty [J].Journal of Southwest University of Political Science and Law, 2024(3).

Note 13. Zheng Yu.Reflection on and Construction of the Liability of Controlling Person in a List Company[J].Chinese Journal of Law, 2021, 43(2): 95-106.

Note 14. Zhang Xinxing.The Legal Regulation of the Actual Controller of the Company under the Perspective of Fiduciary Duty[J].Journal of Henan Institute of Education (Philosophy and Social Sciences Edition), 2023(5).

Note 15. Fu Qiong.Reform of Directors' Obligations under the Paradigm of Corporate Interests[J].China Legal Science, 2022(6).

Note 16. Song Huajian.Localization of Business Judgment Rules: Theoretical Basis and Path of Realization[J].Journal of Shanghai University of International Business and Economics, 2024(3).

Note 17. Liu Junhai.On Civil Liabilities of Actual Controllers as Shadow Directors:Centered on Explanation of the Article 192 of The New Company Law[J].Journal of Law Application, 2024(7).

Note 18. Yuan Chonglin.Examining the Obligation to Disclose Conflicting Interests: Procedural Safeguards for Directors' Duty of Loyalty[J]. Jiaotong University Law Review, 2024(5).