

No.: 12/2016/TT-NHNN

Hanoi, June 29, 2016

CIRCULAR

GUIDING FOREIGN EXCHANGE MANAGEMENT FOR OUTWARD INVESTMENT

Pursuant to the Law on the State Bank of Vietnam No. 46/2010/QH12 dated June 16, 2010;

Pursuant to the Law on credit institutions No. 47/2016/QH12 dated June 16, 2010;

Pursuant to the Law on Investment No. 67/2014/QH13 dated November 26, 2014;

Pursuant to the Ordinance on foreign exchange control No. 28/2005/PL-UBTVQH11 dated December 13, 2005 and the Ordinance No. 06/2013/PL-UBTVQH13 dated March 18, 2013 on amendment and supplementation of a number of articles of the Ordinance on foreign exchange control No. 28/2005/PL-UBTVQH11 dated December 13, 2005;

Pursuant to the Government's Decree No. 83/2015/ND-CP dated September 25, 2015 providing for regulations on outward investment;

Pursuant to the Government's Decree No. 156/2013/ND-CP dated November 11, 2013 defining functions, tasks, powers and apparatus of the State Bank of Vietnam;

At the request of the Director General of Foreign Exchange Management Department;

The Governor of the State Bank of Vietnam promulgates this Circular to guide the foreign exchange management for outward investment.

Chapter I

GENERAL PROVISIONS

Article 1. Scope

1. This Circular provides for the opening and use of investment capital accounts in foreign currency and in Vietnamese Dong; registration of foreign exchange transactions related to outward investment and registration of changes thereof; investors' transfer of foreign currency to foreign countries before certificates of outward investment registration are issued; transfer of profits, legal incomes and investments from foreign countries to Vietnam.

2. The foreign exchange management for outward investment in oil and gas sector and outward investment activities executed under the forms mentioned in Point d Clause 1 Article 52 of the Law on Investment shall be governed by specific regulations and guidelines of the Government and the State Bank of Vietnam (hereinafter referred to as "SBV").

Article 2. Regulated entities

1. Investors defined in Clause 1 Article 2 of the Government's Decree No. 83/2015/ND-CP dated September 25, 2015 providing for regulations on outward investment (hereinafter referred to as the Decree No. 83/2015/ND-CP).

2. Other entities involved in outward investment.

Article 3. Interpretation of terms

In this Circular, these terms are construed as follows:

1. Licensed credit institutions refer to credit institutions and branches of foreign banks that are licensed to provide foreign exchange (hereinafter referred to as forex) services in compliance with SBV's regulations.

2. Capital account for outward investment refers to the investor's payment account in foreign currency or Vietnamese Dong which is opened at a licensed credit institution in Vietnam to make collections and payments as regulated in this Circular (hereinafter referred to as investment capital account).

3. Foreign currency account opened before the issuance of Certificate of outward investment registration refers to the investor's payment account in foreign currency which is opened at a licensed credit institution in Vietnam to transfer capital in foreign currency to a foreign country before such investor has a Certificate of outward investment registration granted for the purpose of covering expenditures for activities related to the forming of such investor's investment project abroad in compliance with regulations in Clause 2 Article 19 of the Decree No. 83/2015/ND-CP (hereinafter referred to as pre-investment foreign currency account).

4. Registration of outward investment-related forex transactions refers to the fact that the investor carries out the registration of the investor-related information, investment capital, investment capital account which is opened at a licensed credit institution to conduct investment activities abroad and the progress of transfer of capital in cash abroad with SBV in compliance with regulations in this Circular.
5. Registration of change of outward investment-related forex transactions refers to the fact that the investor carries out the registration of changes with SBV in compliance with regulations in this Circular when any changes of the investor-related information, investment capital, investment capital account or the progress of transfer of capital in cash abroad occur in comparison with contents of certificate of the registration of outward investment-related forex transactions granted by SBV.
6. Certificate of the registration of outward investment-related forex transactions is a document which is granted by SBV to confirm the investor's registration of outward investment-related forex transactions in compliance with regulation in this Circular.
7. Certificate of the registration of changes of outward investment-related forex transactions is a document which is granted by SBV to confirm the investor's registration of changes of outward investment-related forex transactions in compliance with regulation in this Circular.

Article 4. Currencies transferred abroad to use as investment capital

The investment capital may be transferred abroad in the following currencies:

1. Foreign currency.
2. Vietnamese Dong may be used if the host country or territory and Vietnam have concluded an agreement, or bilateral agreement or multilateral agreement which allows to use Vietnamese Dong ("VND" for short) to make payments and remittance.

Chapter II

OPENING AND USE OF INVESTMENT CAPITAL ACCOUNTS

Article 5. Principles for opening and use of an investment capital account

1. After having certificate of outward investment registration granted, the investor must open 01 (one) investment capital account in 01 (one) type of foreign currencies in conformity with the investor's demand on transfer of investment capital abroad at 01 (one) licensed credit institution and carry out the registration of outward investment-related forex transactions with SBV as regulated in Chapter III herein, except for the case mentioned in Clause 2 of this Article.
2. In case the capital is transferred to foreign country in VND, the investor is allowed to open and use 01 (one) investment capital account in VND and 01 (one) investment capital account in foreign currency at the same time at 01 (one) licensed credit institution and carry out the registration of outward investment-related forex transactions with SBV as regulated in Chapter III herein.
3. The investor must separately open investment capital account for each investment project abroad.
4. If an overseas project is invested by several investors, each investor must open his/her own investment capital account to transfer his/her investments abroad within the scope of total investment capital and in conformity with his/her percentage of contribution as mentioned in the Certificate of outward investment registration issued by Vietnam's competent authority.
5. If the investor wishes to change either the type of foreign currency of his/her investment capital account or the licensed credit institution at which the investment capital account is opened, he/she must comply the following steps:
 - a) Open an investment capital account in another type of foreign currency or at another licensed credit institution;
 - b) Carry out the registration of changes of outward investment-related forex transactions with SBV in compliance with regulations in Chapter III of this Circular;
 - c) Within 05 (five) working days from the date on which the registration of change of investment capital account is confirmed by SBV, the investor must transfer the entire balance on the existing investment capital account to the new one. Over the said time-limit, the licensed credit institution where the investor's existing investment capital account is open shall not allow the investor to make collections or payments on this account mentioned in Articles 6 and 7 herein;
 - d) The new investment capital account which is opened in another foreign currency or another licensed credit institution shall be only used to make collections or payments mentioned in Articles 6 and 7 herein after all procedures regulated in Points a, b, c of this Clause have been completed.
6. All collections and payments regulated in Articles 6 and 7 of this Circular must be made through the investment capital account after having certificate of the registration of forex transactions granted by SBV.
7. Procedures for opening and closing investment capital accounts shall comply with the State Bank's

regulations on opening and use of payment accounts at payment service providers.

Article 6. Collections and payments made on investment capital account in foreign currency

1. Collections:

- a) Collect money transferred from other foreign currency accounts of the investor;
- b) Collect foreign currency purchased from licensed credit institutions in compliance with the law;
- c) Collect profits and legal incomes that are accrued from the outward investment activities and transferred to Vietnam;
- d) Transfer investment capital abroad to Vietnam in case of transfer of investment capital abroad, reduction of investment capital or termination of outward investment activities;
- dd) Collect the principal and interest of loans provided by the investor to the legal entity that executes the investment project in foreign country in compliance with regulations and laws;
- e) Collect debts from the principal debtor in connection with loans provided to the legal entity that executes the investment project in foreign country with the investor's guarantee in compliance with regulations and laws;
- g) Other collections related to outward investment activities.

2. Payments:

- a) Transfer investment capital to foreign countries;
- b) Provide loans to the legal entity that executes the investment project in foreign country in compliance with regulations and laws of Vietnam;
- c) Make payments for fulfilling the investor's guarantee obligations related to loans provided to the legal entity that executes the investment project in foreign country with the investor's guarantee in compliance with regulations and laws of Vietnam;
- c) Sell foreign currency to licensed credit institutions;
- dd) Transfer money to other foreign currency accounts of the investor;
- e) Other payments related to outward investment activities.

Article 7. Collections and payments made on investment capital account in VND

1. Collections:

- a) Collect money transferred from other VND accounts of the investor;
- b) Collect the principal and interest of loans provided by the investor to the legal entity that executes the investment project in foreign country in compliance with regulations and laws;
- c) Collect debts from the principal debtor in connection with loans provided to the legal entity that executes the investment project in foreign country with the investor's guarantee in compliance with regulations and laws;
- d) Collect profits and legal incomes that are accrued from the outward investment activities and transferred to Vietnam;
- dd) Transfer investment capital abroad to Vietnam in case of transfer of investment capital abroad, reduction of investment capital or termination of outward investment activities;
- e) Other payments made in VND related to outward investment activities.

2. Payments:

- a) Transfer investment capital in VND to foreign countries;
- b) Transfer money to other VND accounts of the investor;
- c) Provide loans to the legal entity that executes the investment project in foreign country in compliance with regulations and laws of Vietnam;
- d) Make payments for fulfilling the investor's guarantee obligations related to loans provided to the legal entity that executes the investment project in foreign country with the investor's guarantee in compliance with regulations and laws of Vietnam;
- dd) Other payments made in VND related to outward investment activities.

Chapter III

REGISTRATION OF OUTWARD INVESTMENT-RELATED FOREX TRANSACTIONS AND REGISTRATION OF CHANGES THEREOF

Article 8. Power to confirm the registration of outward investment-related forex transactions and registration of changes thereof

1. The registration of outward investment-related forex transactions and the registration of changes thereof made by the investor that is a credit institution shall be confirmed by SBV.
2. The registration of outward investment-related forex transactions and the registration of changes thereof made by the investor that is not a credit institution shall be confirmed by SBV's branch in a province or city where the main office of the investor that is not a credit institution is located, or the individual investor's permanent residence or other investor's business is registered.
3. In case the changes related to the investor that is in charge of executing the project result in the change of the authority competent to confirm the registration of changes of outward investment-related forex transactions, the initial competent authority confirming the registration of outward investment-related forex transactions and the registration of changes thereof shall be responsible for:
 - a) Taking charge of receiving the application for the registration of changes of outward investment-related forex transactions submitted by the investor;
 - b) Within 07 (seven) working days from the date on which the investor's application for the registration of changes of outward investment-related forex transactions is received, sending the original of the received application and copies of settled applications for the registration and the registration of changes of such investor (if any) to the competent authorities mentioned in Clause 1 and Clause 2 herein to settle within the period prescribed in Clause 2 and Clause 3 Article 13 of this Circular; at the same time, informing the investor of sending his/her application for the registration of changes of outward investment-related forex transactions to the other competent authority.

Article 9. The application for the registration of outward investment-related forex transactions

The application for the registration of outward investment-related forex transactions consists of:

1. The application form for the registration of outward investment-related forex transactions (using the form stated in Annex No. 01 herein).
2. The copy which is originated from the master register or certified copy or copy, enclosed with the original for comparison, of Investment License or Certificate of outward investment or Certificate of the outward investment registration issued by competent authorities of Vietnam. The person making the comparison of the copy with the original thereof, if any, shall verify the accuracy of the copy with its original.
3. The copy in foreign language and the translation into Vietnamese (with the investor's confirmation of the accuracy of such copy and translation) of the written approval or the investment permit issued by the host country or the document proving that the investment activities executed in the host country are conformable with the host country's law.
4. The original certificate of the investor's investment capital account granted by the licensed credit institution, including account number and type of foreign currency.
5. The original certificate granted by the licensed credit institution to certify the amount transferred abroad by the investor before the investor obtains the Certificate of outward investment registration for the purpose of covering expenditures for activities related to the forming of such investor's investment project abroad in compliance with laws in cases where the investment capital is transferred abroad before having Certificate of outward investment registration granted.
6. The written explanation about the transfer of investment capital in VND to foreign countries in cases where the investment capital in VND is transferred abroad.

Article 10. Procedures for the registration of outward investment-related forex transactions

1. The investor must carry out the registration of outward investment-related forex transactions with SBV:
 - a) Within the effective period of Certificate of outward investment registration granted by a competent authority to the investor in compliance with the laws; and
 - b) After the investment activities have been approved or licensed by a competent authority in the host country or the investor has obtained a document proving that the investment activities are conformable with the host country's law; and
 - c) After the investor has opened an investment capital account at a licensed credit institution as prescribed in Article 5 of this Circular but before he/she transfers investment capital abroad.
2. The investor must, by hand or by post, submit 01 (one) set of application for the registration of outward investment-related forex transactions as regulated in Article 9 of this Circular to the competent authority prescribed in Article 8 of this Circular.
3. Within 05 (five) working days from the date on which the application is received, SBV shall grant a

written request for modification or supplementation to the investor if the submitted application is invalid or insufficient.

4. Within 10 (ten) working days from the date on which the valid application is received, SBV shall confirm or refuse to confirm the investor's registration of outward investment-related forex transactions.

5. In case of refusal to confirm the investor's registration of outward investment-related forex transactions, SBV shall issue a written notice of reasons.

Article 11. Cases of registration and announcement of changes of outward investment-related forex transactions

1. The investor must carry out the registration of changes of outward investment-related forex transactions with SBV when any of the following changes related to the contents of Certificate of the registration of outward investment-related forex transactions granted by SBV occurs:

a) Change of the investor executing the outward investment project; change of the investor's name; change of the investor's address if this change results in the change of the authority competent to confirm the registration of changes of outward investment-related forex transactions;

b) Change of the type of foreign currency of the investment capital account or change of the licensed credit institution where the investment capital account is opened;

c) Changes related to the increase or reduction of investor's investment capital in cash (except for the cases where the profits are used to re-invest in the project in foreign country as regulated in Clause 1 Article 19 of this Circular);

d) Change of the progress of transfer of investment capital in cash to foreign country in cases where the amount transferred abroad during the period is more than that of which the registration is confirmed by SBV.

2. Within 30 (thirty) working days, the investor must make and send written announcement, enclosed with the copy of document of amendments to Certificate of registration of outward investment-related forex transactions, to the competent authority confirming the registration of outward investment-related forex transactions and the licensed credit institution where the investment capital account is opened by the investor when any of the following changes occurs:

a) Change of the investor's address if this change does not result in the change of the authority competent to confirm the registration of changes of outward investment-related forex transactions;

b) Change of the name of the investment project in foreign country;

c) Change of the account number, except for the cases mentioned in Point b Clause 1 of this Article.

Article 12. The application for the registration of changes of outward investment-related forex transactions

The application for the registration of changes of outward investment-related forex transactions consists of:

1. The application form for the registration of changes of outward investment-related forex transactions (using the form stated in Annex No. 02 herein).

2. The original certificate granted by the licensed credit institution with respect to the balance, the amount transferred abroad and that transferred to Vietnam on the investor's investment capital account up to the date on which the change occurs.

3. The copy which is originated from the master register or the certified copy or the copy, enclosed with its original for comparison, of amended Certificate of outward investment registration issued by a competent authority of Vietnam (If any changes mentioned in Point a, Point c Clause 1 Article 11 herein occur). The person making the comparison of the copy with the original thereof, if the original is enclosed to the copy for comparison, shall verify the accuracy of the copy with its original.

Article 13. Procedures for the registration of changes of outward investment-related forex transactions

1. The investor must carry out the registration of changes of outward investment-related forex transactions with SBV:

a) Within 30 (thirty) working days from the date on which the amended Certificate of outward investment registration is issued by Ministry of Planning and Investment to the investor if the change mentioned in Point a Clause 1 Article 11 of this Circular occurs;

b) After the investment capital account in another type of foreign currency is opened at a licensed credit institution or after a new investment capital account is opened at another licensed credit institution but before the new account is used to collect or make payments if the change mentioned in Point b Clause 1 Article 11 of this Circular occurs;

c) After the investor has the amended Certificate of outward investment registration granted by Ministry of Planning and Investment but before the investor makes the change which is the increase of investment capital in cash as mentioned in Point c Clause 1 Article 11 of this Circular;

d) After the investor has the amended Certificate of outward investment registration granted by Ministry of Planning and Investment but no later than 15 (thirty) working days from the date on which the investment capital is transferred to Vietnam if the investor makes the change which is the reduction of investment capital in cash as mentioned in Point c Clause 1 Article 11 of this Circular;

dd) Before the investor makes the change mentioned in Point d Clause 1 Article 11 of this Circular.

2. The investor must, by hand or by post, submit 01 (one) set of application for the registration of changes of outward investment-related forex transactions as regulated in Article 12 herein to the competent authority that confirmed the forex transaction registration or confirmed the latest registration of changes of forex transactions if the registration of changes has been carried out.

3. Within 05 (five) working days from the date on which the application is received, SBV shall grant a written request for modification or supplementation to the investor if the submitted application is invalid or insufficient.

4. Within 10 (ten) working days from the date on which the valid application is received, SBV shall confirm or refuse to confirm the investor's registration of changes of outward investment-related forex transactions.

5. In case of refusal to confirm the investor's registration of changes of outward investment-related forex transactions, SBV shall issue a written notice of reasons.

Article 14. Effect of certificates of the registration of outward investment-related forex transactions and registration of changes thereof

1. The Certificate of registration of outward investment-related forex transactions or the Certificate of the registration of changes of outward investment-related forex transactions shall be implicitly out in force upon the decision on suspension of Certificate of outward investment registration granted by the Ministry of Planning and Investment. In this case, the investor is allowed to use his/her investment capital account to collect profits, legal incomes and investment capital transferred from foreign country to Vietnam.

2. When obtaining written conclusion of the competent authority about the forging of the application for the registration of outward investment-related forex transactions or the registration of changes thereof, the competent authority confirming the registration of outward investment-related forex transactions or the registration of changes of outward investment-related forex transactions as regulated in Article 8 herein shall send a written notice on the termination and reasons of the termination of effect of the Certificate of registration of outward investment-related forex transactions or the Certificate of the registration of changes of outward investment-related forex transactions to the investor and the licensed credit institution where the investment capital account is opened.

Chapter IV

TRANSFER OF FOREIGN CURRENCY TO FOREIGN COUNTRY BEFORE THE ISSUANCE OF CERTIFICATE OF OUTWARD INVESTMENT REGISTRATION

Article 15. Principles for transferring foreign currency abroad before the issuance of certificate of outward investment registration

1. The investor that makes outward investment is allowed to transfer foreign currency to foreign country before he has a Certificate of outward investment registration granted for purpose of covering expenditures for activities related to the forming of his/her investment project abroad in compliance with regulations in Clause 2 Article 19 of the Decree No. 83/2015/ND-CP.

2. The limit of foreign currency transferred to foreign country before the issuance of Certificate of outward investment registration shall comply with regulations in Clause 4 Article 19 of the Decree No. 83/2015/ND-CP.

3. The investor must carry out the transfer of foreign currency to foreign country before the issuance of Certificate of outward investment registration through his pre-investment foreign currency account prescribed in Clause 1 Article 16 herein.

4. The investor must use the amount of foreign currency which is transferred abroad before the issuance of Certificate of outward investment registration for proper purposes as regulated by the law on outward investment, the law on foreign exchange control and other relevant laws.

5. The investor must provide the licensed credit institution with documents proving that the transfer of foreign currency to foreign country before the issuance of Certificate of outward investment registration is conformable to the purposes regulated in Clause 2 Article 19 of the Decree No. 83/2015/ND-CP.

6. The sum of total amount transferred abroad before the issuance of Certificate of outward investment registration and total amount registered to be transferred abroad after the issuance of Certificate of outward investment registration must not exceed total capital for outward investment in cash which is defined in the Certificate of outward investment registration.

7. If the project in foreign country is invested by several investors, each investor's sum of total amount transferred abroad before the issuance of Certificate of outward investment registration and total amount registered to be transferred abroad after the issuance of Certificate of outward investment registration must not exceed his/her contribution for outward investment in cash which is defined in the Certificate of outward investment registration.

8. Certificate of the registration of outward investment-related forex transactions granted by SBV shall include the certification of the foreign currency amount transferred abroad by the investor before the issuance of Certificate of outward investment registration.

Article 16. Principles for opening and use of an pre-investment foreign currency account

1. The investor is only allowed to transfer foreign currency to foreign country before the issuance of Certificate of outward investment registration through 01 (one) pre-investment foreign currency account which is opened at 01 (one) licensed credit institution.

2. After having certificate of outward investment registration granted to the project, the foreign currency account mentioned in Clause 1 of this Article must be used as the investment capital account and registered with SBV as regulated in Chapter III herein.

3. The investor that wants to transfer foreign currency abroad for several investment projects in foreign countries before he/she have Certificates of outward investment registration granted must separately open pre-investment foreign currency account for each project in foreign country.

4. In case of change of the licensed credit institution at which the pre-investment foreign currency account is opened, the investor must close the existing pre-investment foreign currency account and transfers the entire balance on this account to the new one. The investor shall make collections and payments on the new pre-investment foreign currency account only after the old one has been closed.

5. Procedures for opening and closing pre-investment foreign currency accounts shall comply with the SBV's regulations on opening and use of payment accounts at payment service providers.

6. All collections and payments regulated in Article 17 of this Circular must be made through a pre-investment foreign currency account.

Article 17. Collections and payments made on pre-investment foreign currency account

1. Collections:

- a) Collect money transferred from other foreign currency accounts of the investor;
- b) Collect foreign currency purchased from licensed credit institutions in compliance with the law;
- c) Collect foreign currency transferred to Vietnam in case the investor does not use up the entire foreign currency amount transferred abroad for covering expenditures for activities related to the forming of his/her investment project abroad or such expenditures are returned by the foreign party to the investor.

2. Payments:

- a) Transfer foreign currency to foreign countries before the issuance of Certificate of outward investment registration for the purposes regulated in Clause 2 Article 19 of the Decree No. 83/2015/ND-CP;
- b) Sell foreign currency to licensed credit institutions;
- c) Transfer money to other foreign currency accounts of the investor.

Chapter V

TRANSFER OF PROFITS, LEGAL INCOMES AND INVESTMENTS FROM FOREIGN COUNTRIES TO VIETNAM

Article 18. Transfer of profits, legal incomes, and investments from foreign countries to Vietnam

1. The investor must transfer profits, legal incomes and investments from foreign countries to Vietnam after terminating the investment project, reducing the investment capital or transferring the investment project in compliance with prevailing laws on outward investment.

2. The transfer of all profits, investments and legal incomes to Vietnam in case the investment project is terminated or transferred, or the investment capital is reduced must be made on the investor's investment capital account in compliance with regulations herein.

3. Before the investor terminates the outward investment project as regulated in Point d Clause 1 Article 62 of the Law on investment and transfers the entire investment capital in foreign country to a foreign investor, he/she must report to SBV or SBV's branch in a province or city where the registration of outward investment-related forex transactions is carried out.

Article 19. Use of profits for reinvestment abroad

1. The investor that uses profits accrued from his/her outward investment activities to increase capital or expand investment activities in foreign country must carry out procedures for amendment of Certificate of outward investment registration at a competent authority of Vietnam in compliance with current laws on outward investment and submit a written report to SBV within 30 (thirty) days from the date on which the amended Certificate of outward investment registration is granted.

2. If the investor uses profits accrued from his/her investment project abroad to execute another investment project in foreign country, he/she must carry out procedures for the issuance of Certificate of outward investment registration to the new investment project and conduct the registration of outward investment-related forex transactions with SBV as regulated in Chapter III herein.

Chapter VI

RESPONSIBILITIES OF RELEVANT ENTITIES

Article 20. Investor's responsibilities

1. Comply with regulations on outward investment and carry out the transfer of capital to foreign countries or to Vietnam and other contents related to outward investment in compliance with regulations herein.

2. Make statement of collections and payments made on investment capital account and pre-investment foreign currency account in a sufficient and honest manner; Provide documents related to outward investment activities as requested and instructed by licensed credit institutions.

3. Only transfer the investment capital to foreign countries after the issuance of Certificate of outward investment registration in foreign currency through which the registration of forex transactions is confirmed by SBV. Total amount of investment capital registered with SBV shall not exceed the investor's total investment capital in foreign currency specified in the Certificate of outward investment registration.

4. Assume liabilities for the accuracy and honesty of documents, and contents of the registration of outward investment-related forex transactions and the registration of changes thereof in compliance with regulations in this Circular and other relevant laws.

5. Use money on investment capital account and pre-investment foreign currency account for the purposes which are informed to the licensed credit institution and registered with SBV, and assume liabilities for such use.

6. Comply with reporting regulations in Chapter VII of this Circular and relevant regulations and laws.

Article 21. Responsibilities of licensed credit institution

1. Provide the investor with instructions on procedures for opening and closing investment capital account and pre-investment foreign currency account, and making collections and payments on these accounts in compliance with regulations in this Circular and SVB's regulations on opening and use of payment accounts.

2. Carry out the opening or closure of investment capital account and pre-investment foreign currency account at the investor's request in compliance with regulations in this Circular.

3. Make the transfer of capital for outward investment after the issuance of Certificate of outward investment registration at the investor's request only when the investor presents certificate of the registration of outward investment-related forex transactions or certificate of the registration of changes of outward investment-related forex transactions granted by SBV in compliance with regulations in Chapter III herein.

4. Examine and retain documents and papers according to actual transactions in order to ensure that the provision of forex services to the investor is made for proper purposes and in conformity with prevailing laws.

5. Request the investor to provide appropriate documents and papers for ensuring that the transfer of foreign currency to foreign country before the issuance of Certificate of outward investment registration is conformable to the purposes regulated in Clause 2 Article 19 of the Decree No. 83/2015/ND-CP.

6. Confirm the investor's account and amount transferred abroad before the issuance of Certificate of outward investment registration to use as the basis for certification of the registration of outward investment-related forex transactions granted by SBV.

7. Comply with reporting regulations in Chapter VII of this Circular and relevant regulations and laws.
8. If the credit institution licensed to make outward investment opens the investment capital account and pre-investment foreign currency account at its own system, it must comply with regulations on transfer of capital to foreign countries herein.

Article 22. Responsibilities of SVB's branches in provinces or cities

A branch of SBV in a province or city shall discharge the following responsibilities:

1. Receive and settle the applications for the registration of outward investment forex transactions and the registration of changes thereof submitted by investors within its competence as regulated in Chapter III herein; confirm the registration of outward investment forex transactions and the registration of changes thereof by using the forms stated in Annex 03 and Annex 04 herein.
2. Monitor and make statistics and summation of the investors' transfer of capital for outward investment in such province or city for the purpose of reporting to SBV in compliance with regulations in Chapter VII herein.
3. Supervise the compliance with prevailing laws on forex management by investors in such province or city.
4. Send copies of the following documents to SBV (via Foreign Exchange Management Department) for cooperation in management:
 - a) Certificate of the registration of outward investment-related forex transactions and Certificate of the registration of changes of outward investment-related forex transactions;
 - b) Written notice on the termination of effect of Certificate of the registration of outward investment-related forex transactions or Certificate of the registration of changes of outward investment-related forex transactions.

Article 23. Responsibilities of Foreign Exchange Management Department

1. Take charge and coordinate with SBV's relevant agencies to settle issues concerning the outward investment as regulated in this Circular.
2. Settle the application for the registration of outward investment-related forex transactions or the registration of changes thereof submitted by the investor that is a credit institution.

Chapter VII

REPORTING

Article 24. Reports by licensed credit institutions

A licensed credit institution where the investor's investment capital account and pre-investment foreign currency account are opened must make reports on collections and payments made on said accounts in compliance with the SBV's prevailing regulations on statistics and reports applicable to SBV's affiliates, credit institutions and branches of foreign banks.

Article 25. Reports by investors

Every quarter (no later than the 5th day of the first month of the quarter following the reporting quarter), each investor must make report on the transfer of capital for outward investment (using the form stated in Annex 05 herein) for each project of which the Certificate of outward investment registration has been granted by a competent authority to SBV's branch in province or city where the main office of the investor that is not a credit institution is located, or the individual investor's permanent residence or other investor's business is registered.

Article 26. Reports by SVB's branches in provinces or cities

Each SBV's branch in a province or city must submit reports on the certification of the registration of outward investment-related forex transactions and the registration of changes thereof, and the transfer of capital for outward investment by investors in such province or city in compliance with the SBV's prevailing regulations on statistics and reports applicable to SBV's affiliates, credit institutions and branches of foreign banks.

Article 27. Extraordinary reports

Investors, licensed credit institutions and SBV's branches in provinces or cities must submit reports at SBV's request when unexpected events occur or where necessary.

Chapter VIII

IMPLEMENTATION

Article 28. Effect

1. This Circular shall take effect as of August 13, 2016.

2. This Circular provides for the following amendments to Clause 1 Article 2 of the Circular No. 36/2013/TT-NHNN dated December 31, 2013 of the State Bank of Vietnam enacting regulations on the opening and use of foreign currency accounts for outward direct investment:

“1. Vietnamese investors (hereinafter referred to as “the investors”) include residents that are organizations or individuals and permitted to make outward direct investment in oil and gas sector in compliance with laws”.

3. Investors that are licensed by SBV to open more foreign currency accounts for transferring capital for outward investment before the effective date of this Circular shall maintain such accounts until their investment projects abroad are terminated.

Article 29. Implementation

The Chief of Office, the Director General of the Foreign Exchange Management Department, Heads of relevant affiliates of SBV, Directors of SBV's branches in central-affiliated cities or provinces, Presidents of the Board of Directors, Presidents of the Member Boards, and General Directors (Directors) of licensed credit institutions shall implement this Circular.

**PP THE GOVERNOR
DEPUTY GOVERNOR**

Nguyen Thi Hong

ANNEX NO. 01

(Enclosed to Circular No. 12/2016/TT-NHNN dated June 26, 2016 by the State Bank of Vietnam)

NAME OF INVESTOR

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No.:.....

.....[date]

APPLICATION FOR REGISTRATION OF OUTWARD INVESTMENT-RELATED FOREX TRANSACTIONS

**To: The State Bank of Vietnam (via Foreign Exchange Management Department)
or The branch of the State Bank of Vietnam in province/city.....**

Pursuant to the Circular No. 12/2016/TT-NHNN dated June 29, 2016 by the State Bank of Vietnam guiding the foreign exchange management for outward investment;

Pursuant to Certificate of outward investment registration No. dated

Basing on agreement and commitment on the progress of capital contribution for project execution or estimated progress of capital contribution by {Name of investor};

{Name of investor} registers the outward investment-related forex transactions with the State Bank of Vietnam or the branch of the State Bank of Vietnam in province/city with the following details:

I. INFORMATION ABOUT THE INVESTOR AND THE INVESTMENT PROJECT:

- Name of investor:
- Address:
- Telephone:
- Certificate of outward investment registration No. dated
- Written approval for establishment of branch or representative office in foreign country No.....dated..... {if the investor is a credit institution}
- Permit granted by the host country No.dated.....
- Name of project/Name of business cooperation contract (BCC):
- Location of project:
- Total investment capital approved in Certificate of outward investment registration:
- Contribution by investor:....., where:

- In cash:

+ In kind as regulated by law (Machinery, goods, reinvested profits, other assets):
{specify forms of capital contribution}

- Amount transferred abroad before the issuance of certificate of outward investment registration:
.....

+ Date of transfer:

+ Purposes:

+ Foreign currency account which is opened before the issuance of certificate of outward investment registration No., opened at.....on.....

II. REGISTRATION CONTENTS OF OUTWARD INVESTMENT-RELATED FOREX TRANSACTIONS:

1. Investment capital in cash on the investment capital account {Type of foreign currency} No.:
..... opened at: dated

2. Total investment capital registered for transfer abroad:

3. Progress of transfer of investment capital abroad:

No.	Estimated time of transfer	In cash			Reinvested profits			Other contributions		
		Foreign currency	Exchanged to USD	VND	Foreign currency	Exchanged to USD	VND	Foreign currency	Exchanged to USD	VND
1	Quarter..... Year.....									
2	Quarter..... Year.....									
...									

(Specify contributions according to forms of capital contribution)

III. COMMITMENT:

1. The undersigned person (the investor's authorized representative) undertakes to bear liabilities for the accuracy of all information specified in the Application for the registration of outward investment-related forex transactions and enclosed documents {Name of investor}.

2. {Name of investor} commits to comply with the Circular No. 12/2016/TT-NHNN dated June 29, 2016 by the State Bank of Vietnam guiding the foreign exchange management for outward investment and relevant laws.

Enclosed documents:

.....
.....

INVESTOR

ANNEX NO. 02

(Enclosed to Circular No. 12/2016/TT-NHNN dated June 26, 2016 by the State Bank of Vietnam)

NAME OF INVESTOR

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

No.:.....

.....[date]

APPLICATION FOR REGISTRATION OF CHANGES OF OUTWARD INVESTMENT-RELATED FOREX TRANSACTIONS

**To: The State Bank of Vietnam (via Foreign Exchange Management Department)
or the branch of the State Bank of Vietnam in province/city.....**

Pursuant to the Circular No. 12/2016/TT-NHNN dated June 29, 2016 by the State Bank of Vietnam guiding the foreign exchange management for outward investment;

Pursuant to Certificate of outward investment registration No. dated

Basing on agreement/commitment or documents about the changes related to outward investment activities;

{Name of investor} registers the changes of outward investment-related forex transactions with the State Bank of Vietnam or the branch of the State Bank of Vietnam in province/city with the following details:

I. INVESTOR:

1. Name of investor:
2. Certificate of the registration of outward investment-related forex transactions
No.....dated.....granted by the State Bank of Vietnam;
3. Certificate of the registration of changes of outward investment-related forex transactions
No.....dated.....

(all certificate of the registration of changes must be specified in order);

II. REGISTRATION CONTENTS OF CHANGES OF OUTWARD INVESTMENT-RELATED FOREX TRANSACTIONS:

1. 1st change:
 - Contents of which the registration is confirmed by the State Bank of Vietnam:.....
 - Changed into:
 - Reasons of change:
2. n change:
 - Contents of which the registration is confirmed by the State Bank of Vietnam:.....
 - Changed into:
 - Reasons of change:

III. COMMITMENT:

1. The undersigned person (the investor's authorized representative) undertakes to bear liabilities for the accuracy of all information specified in the Application for the registration of changes of outward investment-related forex transactions and enclosed documents *{Name of investor}*.
2. *{Name of investor}* commits to comply with the Circular No. 12/2016/TT-NHNN dated June 29, 2016 by the State Bank of Vietnam guiding the foreign exchange management for outward investment and relevant laws.

Enclosed documents:

.....

INVESTOR

ANNEX NO. 03

(Enclosed to Circular No. 12/2016/TT-NHNN dated June 26, 2016 by the State Bank of Vietnam)

THE STATE BANK OF
VIETNAM
BRANCH.....

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No. /

.....[date]

Re: Confirmation of the
registration of outward
investment-related forex
transactions

To:

In response to the request of..... *{Name of investor}* at the Application for the registration of outward investment-related forex transactions No.....dated..... and relevant documents, the SBV's branch in province/city.....has the following opinions:

1. This is to confirm that *{Name of investor}* has registered the outward investment-related forex transactions with SBV's branch in province/city.....in compliance with regulations in the Circular No. 12/2016/TT-NHNN dated June 26, 2016 by the State Bank of Vietnam guiding the foreign exchange management for outward investment.
2. Information about the investor, the investment project and the transfer of money abroad before the issuance of certificate of outward investment registration:
 - Name of investor:

- Address:
- Telephone:
- Name of project/Name of business cooperation contract (BCC):
- Certificate of outward investment registration No. Date of issue:..... Issuing authority:
- Location of project:
- Permit granted by the host country No. Date of issue:..... Issuing authority:
- Total investment capital of the project in foreign country according to Certificate of outward investment registration:
- The investor's contribution:.....; where: (i) In cash:.....; (ii) In kind as regulated by law (Machinery, goods, reinvested profits, other assets): *{specify forms of capital contribution}*
- Amount transferred abroad before the issuance of certificate of outward investment registration (if any): Amount transferred: Date of transfer:..... Purposes of transfer: Foreign currency account which is opened before the issuance of certificate of outward investment registration No., opened at.....on.....

3. Contents of outward investment-related forex transactions registered by..... *{Name of investor}* with SBV's branch in province/city..... consist of:

- Investment capital in cash on the investment capital account *{Type of foreign currency}* No.: opened at: dated
- Total investment capital registered for transfer abroad:
- Progress of transfer of investment capital abroad:

No.	Estimated time of transfer	In cash			Reinvested profits			Other contributions		
		Foreign currency	Exchanged to USD	VND	Foreign currency	Exchanged to USD	VND	Foreign currency	Exchanged to USD	VND
1	Quarter..... Year.....									
2	Quarter..... Year.....									
...									

(Specify contributions according to forms of capital contribution)

4. When executing the project on outward investment, *{Name of investor}* must comply with regulations of the law on outward investment, regulations on foreign exchange control of Vietnam and those of the host country, and strictly comply with regulations on report on capital for outward investment as regulated in the Circular No. 12/2016/TT-NHNN dated June 26, 2016 by the State Bank of Vietnam guiding the foreign exchange management for outward investment.

5. *{Name of investor}* shall assume liabilities for the legality and efficiency of the foreign currency amount registered for transfer abroad for the purpose of executing the investment project in foreign country. SBV's branch in province/city.....shall assume neither legal nor financial liability other than the confirmation that *{Name of investor}* has registered the outward investment-related forex transactions with the contents specified in Points 2 and 3 herein.

SBV's branch in province/city.....hereby grants this letter to *{Name of investor}* for implementation.

CC:

- As above;
- The State Bank of Vietnam (for cooperation);
- Licensed credit institution for cooperation);
- On file.....

**DIRECTOR OF BRANCH OF THE STATE
BANK OF VIETNAM IN PROVINCE/CITY**
(Signature, seal and full name)

ANNEX NO. 04

(Enclosed to Circular No. 12/2016/TT-NHNN dated June 26, 2016 by the State Bank of Vietnam)

No. /.....

.....[date]

Re: Confirmation of the registration
of changes of outward investment-
related forex transactions

To:

In response to the request of..... {Name of investor} at the Application for the
registration of changes of outward investment-related forex transactions
No.....dated..... and relevant documents, the SBV's branch in
province/city.....has the following opinions:

1. This is to confirm that.....{Name of investor} has registered the change of outward
investment-related forex transactions with SBV's branch in province/city in compliance with regulations
in the Circular No. 12/2016/TT-NHNN dated June 26, 2016 by the State Bank of Vietnam guiding the
foreign exchange management for outward investment.

2. Contents of changes of outward investment-related forex transactions registered
by..... {Name of investor} with SBV's branch in province/city..... consist of:

2.1. 1st change:

- Contents of which the registration is confirmed by the SBV's branch in province/city:
- Changed into:

2.2. n change:

- Contents of which the registration is confirmed by the SBV's branch in province/city:
- Changed into:

3. When executing the project on outward investment, {Name of investor} must comply with
regulations of the law on outward investment, regulations on foreign exchange control of Vietnam and
those of the host country, and strictly comply with regulations on report on capital for outward
investment as regulated in the Circular No. 12/2016/TT-NHNN dated June 26, 2016 by the State Bank
of Vietnam guiding the foreign exchange management for outward investment.

4. {Name of investor} shall assume liabilities for the legality and efficiency of the foreign currency
amount registered for transfer abroad for the purpose of executing the investment project in foreign
country. SBV's branch in province/city.....shall assume neither legal nor financial liability
other than the confirmation that {Name of investor} has registered the outward investment-related
forex transactions with the contents specified in Points 2 herein.

5. This document is an integral part of the Certificate of the registration of outward investment-related
forex transactions No.....dated and Certificate of the registration of changes of outward
investment-related forex transactions No.....dated....., both granted by SBV's branch
in province/city.....

SBV's branch in province/city.....hereby grants this letter to {Name of investor} for
implementation.

CC:

- As above;
- The State Bank of Vietnam (for cooperation);
- Licensed credit institution for cooperation);
- On file.....

DIRECTOR OF BRANCH OF THE STATE
BANK OF VIETNAM IN PROVINCE/CITY
(Signature, seal and full name)

In case of change of the investment capital account, SBV's branch must specify: *Within 05 working
days from the date on which the registration of changes of outward investment-related forex
transactions is confirmed by SBV's branch in province/city....., {Name of investor} must
transfer the entire balance to the new account specified in this document and shall not use the current
investment capital account to make any collections and payments prescribed in Article 6 and Article 7
of the Circular No./2016/TT-NHNN dated, 2016 by the State Bank of Vietnam
guiding the foreign exchange management for outward investment.*

ANNEX NO. 05

(Enclosed to Circular No. 12/2016/TT-NHNN dated June 26, 2016 by the State Bank of Vietnam)

Name of investor:

Address:

Telephone:

Code of the investment project:

REPORT ON PROGRESS OF TRANSFER OF INVESTMENT CAPITAL ABROAD

(Quarter.....year.....)

Unit: Thousand USD

No.	Name of project	Licenced year	Host country	Total investment capital of the project according to Certificate of investment registration	Contribution by investor according to Certificate of investment registration			Amount transferred abroad before the issuance of certificate of investment registration	Capital amount contributed in the reporting quarter					Accumulation of contributed capital					Profits and legal incomes transferred to Vietnam		Investments transferred to Vietnam		Estimated transfer of capital in the following quarter		Licensed credit institution		Notes
					Equity capital	Loans from domestic entities	Loans from foreign entities		In cash	Profits for reinvestment	Loans to the legal entity that executes the investment project abroad	Guaranteed amount for the legal entity that executes the investment project abroad	Other contributions	In cash	Profits for reinvestment	Loans to the legal entity that executes the investment project abroad	Guaranteed amount for the legal entity that executes the investment project abroad	Other contributions	Reporting quarter	Accumulation	Reporting quarter	Accumulation	In cash	Other contributions	Name of bank	Branch	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28
1	Project 1																										
2	Project 2																										
...	...																										
Total																											

.....[date]

INVESTOR

1. Regulated entities: Vietnamese investors (individuals, economic organizations, credit institutions, etc.) that have certificates of outward investment registration granted and carried out procedures for the registration of outward investment-related forex transactions in compliance with regulations herein.

2. Time-limit for report submission: No later than the 5th day of the first month of the quarter following the reporting quarter.

3. Form of report: In writing.

4. Agency receiving report: SBV's branch in a province or city where the main office of the investor that is not a credit institution is located, or the individual investor's permanent residence or other investor's business is registered.