Administrative Measures for Overseas Lending by Domestic Enterprises

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In order to regulate the overseas lending business of domestic enterprises, the People’s Bank of China and the State Administration of Foreign Exchange have formulated the Administrative Measures for Overseas Lending by Domestic Enterprises in accordance with the Law of the People’s Republic of China on the People’s Bank of China, the Regulations of the People’s Republic of China on Foreign Exchange Administration and other relevant laws and regulations. These Measures are hereby issued for compliance and implementation.

People’s Bank of ChinaState Administration of Foreign ExchangeMarch 13, 2026

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Chapter I — General Provisions

Article 1 — For the purpose of regulating the overseas lending business of domestic enterprises, these Measures are formulated in accordance with the Law of the People’s Republic of China on the People’s Bank of China, the Regulations of the People’s Republic of China on Foreign Exchange Administration, and the laws and regulations concerning the overseas direct investment of enterprises.

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Article 2 — For the purposes of these Measures, “overseas lending by a domestic enterprise” means the act whereby a domestic non-financial enterprise (hereinafter referred to as the “lender”) provides cross-border financing of funds from within China to an eligible overseas enterprise (hereinafter referred to as the “borrower”) in accordance with the amount, interest rate, term, purpose and other terms agreed in the contract.

Article 3 — A lender conducting overseas lending shall comply with the laws and regulations of the State and the provisions of the competent industry authorities, and conform to the requirements of State macro-control. It shall, in accordance with these Measures, handle such matters as the registration of overseas lending, the opening and use of accounts, and the exchange, receipt and payment of funds.

Article 4 — The People’s Bank of China and its branches, and the State Administration of Foreign Exchange and its branch offices, shall, according to the division of duties, exercise supervision and administration over the registration of overseas lending, the opening and use of accounts, and the exchange, receipt and payment of funds.

Chapter II — Registration of Overseas Lending

Article 5 — After signing an overseas lending agreement with the borrower, the lender shall, before making a loan to the borrower, apply to the branch office of the State Administration of Foreign Exchange at its place of registration for registration. The registered overseas lending amount shall be used within two years (inclusive); any part that has not been remitted out after two years shall automatically lapse.

Article 6 — A lender applying for registration of overseas lending (including new registration, change registration and renewal registration, the same below) shall satisfy the following conditions: (1) The lender has been lawfully incorporated for one year or more (inclusive), has a record of continuous sound operations, has sound financial and internal control systems, and has had no major violations of laws or regulations in the past three years (or, where it has been lawfully incorporated for less than three years, has had no major violations of laws or regulations since its incorporation). (2) The borrower has been lawfully incorporated and has a record of continuous sound operations, and has had no major violations of laws or regulations in the past three years (or, where it has been lawfully incorporated for less than three years, has had no major violations of laws or regulations since its incorporation). (3) The lender and the borrower have a direct or indirect shareholding relationship, or are directly or indirectly held by the same parent company. (4) The lender’s outstanding overseas lending balance has not exceeded its overseas lending balance cap. (5) The amount and balance of the lender’s overseas lending to the same borrower are consistent with the borrower’s actual operating conditions, and the purpose of the overseas lending conforms to Article 14 of these Measures. (6) The interest rate of the overseas lending conforms to the principle of commercial reasonableness. (7) The term of the overseas lending conforms to the principle of commercial reasonableness and shall, in principle, be between six months (inclusive) and five years (inclusive). (8) The principal and interest of the lender’s existing overseas lending (if any) have been recovered in full on time, or, where the principal and interest have not been recovered in full on time, there are legitimate reasons (except when applying for renewal registration). The existing overseas lending (if any) of the borrower corresponding to the overseas lending for which registration is applied is free of overdue amounts (except when applying for renewal registration).

Article 7 — A lender shall apply to the branch office of the State Administration of Foreign Exchange at its place of registration for registration of overseas lending with the following materials: (1) A written application, including the use plan and repayment plan for the overseas lending funds, the operating conditions of the lender and the borrower, the status of existing overseas lending, and a commitment that it has no major violations of laws or regulations and that the source and use of the funds are compliant and do not exceed the scope of use agreed in the lending agreement, together with the Overseas Lending Business Registration Application Form. (2) Evidence that the lender and the borrower have been lawfully

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incorporated, and that the lender and the borrower have a direct or indirect shareholding relationship, or are directly or indirectly held by the same parent company. (3) The overseas lending agreement, including but not limited to the loan amount, interest rate, term, currency, method of principal and interest repayment, and purpose of the loan. Where the lender makes a loan to the borrower by way of entrusted loan through a finance company of an enterprise group that has been lawfully established and has foreign exchange business qualifications, it shall provide the entrusted loan agreement signed by the lender, the borrower and the finance company. (4) The lender's most recent audited financial report and the borrower's most recent financial report. Where the branch office of the State Administration of Foreign Exchange at the place of registration has doubts about the application materials, it may require the lender to improve the application materials or provide a written explanation.

Article 8 — Where the overseas lending agreement (amount, interest rate, term, etc.) is changed, or where the entities are changed due to the merger, division, equity transfer or other circumstances of the lender or the borrower, the lender shall apply to the branch office of the State Administration of Foreign Exchange at its place of registration for change registration of overseas lending with the following materials: (1) A written application detailing the matters and reasons for the change, together with the Overseas Lending Business Registration Application Form. (2) The amended overseas lending agreement. (3) Where a change in the overseas lending amount is involved, the lender's most recent audited financial report and the borrower's most recent financial report, and other evidentiary materials. (4) Where a change in the entities of the overseas lending is involved, evidentiary materials demonstrating that, after the merger, division, equity transfer or other change, the lender and the borrower still satisfy the relevant provisions of Article 6 of these Measures.

Article 9 — Where the principal and interest of the overseas lending have been recovered in full, or where there is no actual need to remit funds out after the registration of overseas lending, the lender may, with a written application and the business registration certificate and other materials, complete the deregistration of overseas lending with the bank handling its overseas lending business (hereinafter referred to as the "handling bank"). Other deregistration of overseas lending shall be handled with the branch office of the State Administration of Foreign Exchange at the place of registration.

Article 10 — Overseas lending shall be subject to integrated macro-prudential administration of RMB and foreign currency (hereinafter referred to as "domestic and foreign currencies"). The lender's overseas lending balance shall not exceed its overseas lending balance cap. Overseas lending balance cap = the lender's most recent audited owners' equity × the macro-prudential adjustment coefficient. Overseas lending balance = ∑ the lender's overseas lending balance in domestic and foreign currencies + ∑ the lender's overseas lending balance in foreign currency × the currency conversion factor.

Article 11 — The external claims formed by the performance of internal-guarantee-external-loan arrangements where the lender acts as guarantor or counter-guarantor, and the external claims formed by the performance of other forms of cross-border guarantees, shall be included in the administration of the lender's overseas lending balance. The sum of the balance of external claims formed by guarantee performance and the lender's overseas lending balance shall, in principle, not exceed the lender's overseas lending balance cap. If it exceeds the overseas lending balance cap, the branch office of the State Administration of Foreign Exchange at the place of registration may first register the external claims formed by guarantee performance for the lender, but shall not handle new registration of overseas lending for the lender until the sum of the balance of external claims formed by guarantee performance and the overseas lending balance is restored to within the overseas lending balance cap.

Article 12 — Where a lender converts existing overseas lending into overseas direct investment such as equity investment, it shall complete the approval or filing procedures for overseas direct investment in advance, and, upon completing the change (or deregistration) registration of overseas lending with the branch office of the State Administration of Foreign Exchange at its place of registration on the strength of

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the relevant approval or filing documents, complete the registration (or change) procedures for overseas direct investment with the bank. Where a lender conducts overseas direct investment and, upon approval or filing by the competent authority for overseas direct investment, contributes capital by way of creditor's rights, it shall be administered as overseas direct investment and may directly complete the registration procedures for overseas direct investment with the bank; where the contribution by way of creditor's rights involves existing overseas lending, it shall, in accordance with the procedures of the preceding paragraph, complete the relevant change (or deregistration) registration of overseas lending and the registration (or change) procedures for overseas direct investment.

Chapter III — Use and Administration of Overseas Lending Funds

Article 13 — A lender shall use its own funds (own RMB, own foreign currency and foreign currency purchased with own RMB, the same below) to conduct overseas lending business, and shall not use personal funds or use its own debt financing to provide the source of funds for overseas lending.

Article 14 — Overseas lending funds shall be used within the scope of use agreed in the overseas lending agreement, and shall comply with the following provisions: (1) They shall not violate the laws and regulations of the State and the relevant requirements of State macro-control. (2) They shall not be used, directly or indirectly, beyond the borrower's business scope. (3) They shall not be used to circumvent the administration policies for overseas direct investment, securities investment, etc. (4) They shall not violate the relevant provisions on anti-money laundering, counter-terrorist financing and anti-tax evasion.

Article 15 — A lender shall, in accordance with the provisions and on the strength of identity certification materials, the overseas lending business registration certificate and other materials, open a special overseas lending account (an RMB and/or foreign currency account) (hereinafter referred to as the "special overseas lending account") with a bank within the jurisdiction of the branch office of the State Administration of Foreign Exchange at its place of registration, for handling the exchange, receipt and payment of funds related to overseas lending. Multiple overseas loans may share one special overseas lending account. A lender may also use an existing special overseas lending account to handle the exchange, receipt and payment of funds related to overseas lending without opening a new special account. Where a lender has completed the deregistration of overseas lending and completed the recovery of the overseas lending funds, it may cancel the corresponding special overseas lending account.

Article 16 — The scope of receipts of the special overseas lending account includes: own funds (RMB and/or foreign currency) transferred in from the lender's domestic fund accounts; foreign currency funds purchased with own RMB for overseas lending; the principal and interest of the overseas lending; and funds transferred in from special overseas lending accounts of the same name. The scope of payments of the special account includes: remitting loan funds (RMB and/or foreign currency) to the borrower in accordance with the overseas lending agreement; remitting to special overseas lending accounts of the same name; transferring back to the corresponding accounts from which the funds were originally transferred in; and other domestic payments that conform to the provisions.

Article 17 — Overseas lending registered in RMB shall, in principle, be lent and recovered in RMB; overseas lending registered in foreign currency shall, in principle, be lent and recovered in foreign currency, and the specific foreign currencies may be selected and allocated according to actual circumstances.

Article 18 — In principle, the same overseas loan may be renewed no more than once. A borrower shall not evade its obligation to repay the principal and interest of the overseas lending through renewal. Where an overseas loan needs to be renewed, the lender shall apply to the branch office of the State Administration of Foreign Exchange at its place of registration for renewal registration at least 30 days before the overseas lending matures. Where an overseas loan is wholly or partially overdue, the lender shall not directly or indirectly make new overseas loans to the overdue borrower, and the handling bank handling the exchange, receipt and payment of the funds of that overseas loan shall suspend the new outward remittance of

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overseas lending funds to the overdue borrower.

Article 19 — A lender shall be responsible for the authenticity and compliance of the use of the overseas lending funds, supervise the borrower's use of the loan funds, and urge the borrower to repay on time. The amount recovered from overseas lending shall not exceed the sum of the principal and interest and other reasonable income of the overseas lending.

Article 20 — The handling bank shall conduct due diligence on the authenticity and compliance of the source of the overseas lending funds, conduct consistency review of the overseas lending business against the relevant registration information for overseas lending in the capital account information system of the State Administration of Foreign Exchange, and handle the exchange, receipt and payment of funds in accordance with the provisions. When handling the outward remittance of overseas lending funds, the handling bank shall ensure that the cumulative amount remitted out has not exceeded the overseas lending amount registered by the lender; when handling the inward remittance of funds under the overseas lending, it shall review the reasonableness of the scale of the funds remitted in.

Chapter IV — Supervision and Legal Liability

Article 21 — Where a lender discovers that a borrower has undergone a material change or that there are abnormal circumstances such as overdue risk, it shall promptly report to the branch office of the State Administration of Foreign Exchange at its place of registration. Where the handling bank discovers abnormal circumstances, it shall promptly report to the branch office of the State Administration of Foreign Exchange at its place of registration.

Article 22 — Lenders and handling banks shall, in accordance with the relevant provisions, promptly and accurately submit reports for the statistics on the balance of payments and submit data to the relevant accounts, foreign exchange settlement and sale, and RMB cross-border receipt and payment information management system (RCPMIS).

Article 23 — The People's Bank of China and its branches, and the State Administration of Foreign Exchange and its branch offices, shall conduct statistical monitoring of the overseas lending business and carry out verification or inspection of abnormal or suspicious circumstances. Lenders, borrowers, handling banks and other relevant entities shall cooperate with the supervision and inspection of the People's Bank of China and its branches and the State Administration of Foreign Exchange and its branch offices, truthfully explain the circumstances and provide relevant materials, and shall not refuse, obstruct or conceal.

Article 24 — Where a lender falls under any of the following circumstances, the People's Bank of China and its branches and the State Administration of Foreign Exchange and its branch offices shall impose penalties in accordance with the Law of the People's Republic of China on the People's Bank of China, the Regulations of the People's Republic of China on Foreign Exchange Administration and other laws and regulations: (1) Failing to handle the relevant registration of overseas lending in accordance with the provisions. (2) Failing to provide valid materials in accordance with the provisions, or providing untruthful materials. (3) The source or use of the overseas lending funds failing to conform to the provisions. (4) Failing to submit relevant information in accordance with the provisions. (5) Other acts in violation of the provisions of these Measures.

Article 25 — Where a handling bank falls under any of the following circumstances, the People's Bank of China and its branches and the State Administration of Foreign Exchange and its branch offices shall impose penalties in accordance with the Law of the People's Republic of China on the People's Bank of China, the Regulations of the People's Republic of China on Foreign Exchange Administration and other laws and regulations: (1) Failing to review the overseas lending business in accordance with Article 20 of these Measures. (2) Failing to handle the exchange, receipt and payment of funds in accordance with the provisions. (3) Failing to submit relevant information in accordance with the provisions. (4) Other acts in

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violation of the provisions of these Measures.

Chapter V — Supplementary Provisions

Article 26 — The People’s Bank of China and the State Administration of Foreign Exchange may, in light of the balance of payments situation and the requirements of State macro-control, make timely adjustments to the macro-prudential adjustment coefficient and the currency conversion factor.

Article 27 — Overseas lending under the integrated domestic and foreign currency cash pooling of multinational corporations and the centralized cross-border fund operation of multinational corporations shall follow the relevant business administration provisions for multinational corporations.

Article 28 — Where a finance company of an enterprise group handles overseas lending business by way of entrusted loan, it shall also conform to the relevant provisions of the State financial regulatory authorities.

Article 29 — These Measures shall be interpreted by the People’s Bank of China and the State Administration of Foreign Exchange.

Article 30 — These Measures shall come into force on April 20, 2026. The Notice of the State Administration of Foreign Exchange on Issues Concerning the Foreign Exchange Administration of Overseas Lending by Domestic Enterprises (Huifa [2009] No. 24), the Notice of the People’s Bank of China on Further Clarifying Certain Issues Concerning the RMB Overseas Lending Business of Domestic Enterprises (Yinfa [2016] No. 306), and the Notice of the People’s Bank of China and the State Administration of Foreign Exchange on Adjusting the Macro-Prudential Adjustment Coefficient for Overseas Lending by Domestic Enterprises (Yinfa [2021] No. 2) shall be repealed simultaneously. Where other relevant provisions are inconsistent with these Measures, these Measures shall prevail.

Disclaimer: This translation is provided for reference and informational purposes only. In the event of any discrepancy, the official Chinese text promulgated by the People’s Bank of China and the State Administration of Foreign Exchange shall prevail. This translation does not constitute legal advice.