



商务部、人民银行、国资委、银监会、证监会、保监会、外汇局关于印发《对外投资备案（核准）报告暂行办法》的通知

Circular of the Ministry of Commerce, the People's Bank of China, the State-owned Assets Supervision and Administration Commission, the China Banking Regulatory Commission, the China Securities Regulatory Commission, the China Insurance Regulatory Commission and the State Administration of Foreign Exchange on Issuing the Interim Measures for the Reporting of Outbound Investments Subject to Record-filing or Approval

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国务院各部委、各直属机构，各省、自治区、直辖市、计划单列市及新疆生产建设兵团商务主管部门，中央企业：

All ministries and commissions of the State Council and all institutions directly under the State Council, departments of commerce of all provinces, autonomous regions, municipalities directly under the Central Government, cities specifically designated in the state plan and the Xinjiang Production and Construction Corps, and all central enterprises,

根据中央深改组第三十五次会议精神和国务院关于规范企业海外经营行为的有关要求，为加强对外投资备案（核准）报告管理工作，建立健全部门间信息统一归集和共享机制，切实防范风险，促进对外投资健康有序发展，商务部、人民银行、国务院国资委、银监会、证监会、保监会、国家外汇局制定了《对外投资备案（核准）报告暂行办法》，现予以印发，请贯彻执行。

In order to strengthen the administration over the reporting of outbound investments subject to record-filing or approval, establish a sound inter-departmental mechanism for centralized collection and sharing of information, effectively prevent risks and promote a healthy and orderly development of outbound investments, the Ministry of Commerce, the People's Bank of China, the State-owned Assets Supervision and Administration Commission, the China Banking Regulatory Commission, the China Securities Regulatory Commission, the China Insurance Regulatory Commission and the State Administration of Foreign Exchange have formulated, in the spirit of the 35th meeting of the Central Leading Group for Comprehensively Deepening Reforms and according to the relevant requirements of the State Council for the regulation of Chinese enterprises' business practices overseas, the Interim Measures for the Reporting of Outbound Investments Subject to Record-filing or Approval, which are hereby issued for implementation.

对外投资备案（核准）报告暂行办法

Interim Measures for the Reporting of Outbound Investments Subject to Record-filing or Approval

第一章 总则

Chapter I General Provisions

第一条 为进一步完善对外投资管理制度，有效防范风险，引导对外投资健康有序发展，推进“一带一路”建设顺利实施，依据有关规定和规范企业海外经营行为的相关要求，制定本《办法》。

Article 1 The Interim Measures for the Reporting of Outbound Investments Subject to Record-filing or Approval (the "Measures") are enacted in accordance with applicable regulations and the applicable requirements for the regulation of Chinese enterprises' business practices overseas, in order to further improve the administrative system for outbound investments, to effectively prevent risks, to guide a healthy and orderly development of outbound investments, and to promote a

successful implementation of the Belt and Road Initiative.

第二条 本办法所称对外投资备案（核准），系指境内投资主体在境外设立（包括兼并、收购及其他方式）企业前，按规定向有关主管部门提交相关信息和材料；符合法定要求的，相关主管部门为其办理备案或核准。

前款所述境内投资主体是指开展对外投资活动的境内机构，另有规定的除外；前款所述企业为最终目的地企业，最终目的地指境内投资主体投资最终用于项目建设或持续生产经营的所在地。

Article 2 For the purpose of these Measures, the term "outbound investments subject to record-filing or approval" refers to the establishment of enterprises (including merger, acquisition and other ways of investment, hereinafter the same) overseas by domestic investors, for which it is required before such establishment to submit the relevant information and materials to the relevant authorities to either file such establishment for the record or approve such establishment, as the case may be, if such establishment meets the statutory requirements.

Unless otherwise stipulated by law, the domestic investors mentioned in the preceding paragraph refer to domestic institutions that make outbound investment activities; the enterprises mentioned in the preceding paragraph refer to enterprises in the final destinations, and the final destinations refer to locations where the outbound investments by domestic investors will finally be used for project development or continuous production and operation.

第三条 境内投资主体在开展对外投资的过程中，按规定向相关主管部门报告其对外投资情况并提供相关信息；相关主管部门依据其报告的情况和信息制定对外投资政策，开展对外投资监督、管理和服务。

Article 3 Domestic investors shall, in the process of making outbound investments, report the situation of their outbound investments and also provide relevant information to the relevant authorities as required; and the relevant competent departments shall in turn, on the basis of such report and information provided, formulate policies on outbound investments and perform supervision, administration and services in respect of outbound investments.

第四条 对外投资备案（核准）报告工作由各部门分工协作，实行管理分级分类、信息统一归口、违规联合惩戒的管理模式。商务部牵头对外投资备案（核准）报告信息统一汇总。

商务、金融、国资等主

Article 4 The reporting of outbound investments subject to record-filing or approval shall be a work of collaboration among the authorities, with each performing their respective responsibilities under a management model characterized by classification and hierarchical management, centralized management of information, and joint disciplinary actions against violations. The Ministry of Commerce ("MOFCOM") shall take the lead in the centralized collection of the

管部门依各自职能依法开展境内投资主体对外投资备案（核准）报告等工作，按照“横向协作、纵向联动”的原则，形成监管合力。

information reported on outbound investments subject to record-filing or approval.

Commerce, finance, and state-owned assets supervision and administration authorities shall, according to their respective functions, perform the work relating to the reporting of outbound investments subject to record-filing or approval by domestic investors under the law and according to the principle of "horizontal collaboration and vertical coordination", and form a joint regulatory force.

第五条 境内投资主体是对外投资的市场主体、决策主体、执行主体和责任主体，按照“政府引导、企业主导、市场化运作”的原则开展对外投资，自主决策，自担风险，自负盈亏。

Article 5 Domestic investors, as the market bodies, decision-making bodies, executive bodies and accountable bodies in outbound investments, shall, make outbound investments under the principle of "government-guided, enterprise-led and market-oriented operation", while making their own decision and undertaking responsibility for their own risks and their own profit and loss.

第二章 备案和核准

Chapter II Record-filing and Approval

第六条 商务主管部门、金融管理部门依据各自职责负责境内投资主体对外投资的备案或核准管理。国务院国资委负责履行出资人职责的中央企业对外投资的监督管理。

Article 6 Commerce authorities and financial management authorities shall, according to their respective responsibilities, take charge of the administration over the record-filing or approval for outbound investments by domestic investors. The State-owned Assets Supervision and Administration Commission ("SASAC") of the State Council shall undertake responsibility for the supervision and administration over the outbound investments by the central enterprises for which the SASAC performs investor's responsibilities.

相关主管部门应根据各自职责按照“鼓励发展+负面清单”的模式建立健全相应的对外投资备案（核准）办法。

The relevant authorities shall, according to their respective responsibilities, establish and improve their respective measures for the record-filing or approval of outbound investments on the basis of the model of "encouragement for development plus negative list".

第七条 鼓励相关主管部门运用电子政务手段实行对外投资网上备案（核准）管理，提高办事效率，提供优质服务。

Article 7 The relevant authorities shall be encouraged to adopt e-government means to perform administration over online record-filing or approval of outbound investments, so as to improve work efficiency and provide high-quality services.

第八条 相关主管部门应根据境内投资主体提交的备案（核准）材料进行相关审查；符合要求的，应正式受理，并按有关规定办理。境内投资主体对外投资应提供的材料由相关主管部门规定。

Article 8 The relevant authorities shall perform applicable examinations on outbound investments based on the materials submitted by domestic investors for record-filing or approval; where the materials submitted meet requirements, the application shall be officially accepted and be processed pursuant to applicable regulations. The materials to be provided by domestic investors for outbound investments shall be subject to the requirements set out by the relevant authorities.

第九条 国务院国资委履行出资人职责的中央企业的对外投资，属于《中央企业境外投资监督管理办法》（国资委令第35号）规定的“特别监管类”项目的，应按照国有资产监督管理要求履行相应手续。

Article 9 Outbound investments by central enterprises for which the SASAC performs investor's responsibilities shall be deemed "projects subject to special regulation" as prescribed in these Measures for the Supervision and Administration of Outbound Investments by Central Enterprises (Order of the SASAC No.35), and shall be processed pursuant to the procedures as required for the supervision and administration of state-owned assets.

第十条 人民银行、国务院国资委、银监会、证监会、保监会将每个月度办理的对外投资备案（核准）事项情况，于次月15个工作日内通报商务部汇总。商务部定期将汇总信息反馈给上述部门和机构。

Article 10 The People's Bank of China ("PBC"), the SASAC, the China Banking Regulatory Commission ("CBRC"), the China Securities Regulatory Commission ("CSRC") and the China Insurance Regulatory Commission ("CIRC") shall report the information on the record-filing or approval of outbound investments processed by them each month to the MOFCOM for summary purposes within 15 working days of the next month. The MOFCOM shall in turn regularly give feedbacks on the summary of information to each of the aforesaid authorities.

第十一条 境内投资主体履行对外投资备案（核准）手续后，应根据外汇管理部门要求办理相关外汇登记。

Article 11 Upon completion of the procedures for the record-filing or approval of their outbound investments, domestic investors shall make a foreign exchange registration pursuant to the requirements of the foreign exchange authorities.

第三章 报告

Chapter III Reporting

第十二条 境内投资主体应按照“凡备案（核准）

Article 12 A domestic investor shall report information on the key stages of its outbound investment on a regular

必报”的原则向为其办理备案（核准）手续的相关主管部门定期报送对外投资关键环节信息。

basis to the relevant authority that previously processed the record-filing or approval for the same investment according to the principle that "any item that has been filed or approved must be reported".

第十三条 境内投资主体报送的信息包括但不限于以下信息：根据《对外直接投资统计制度》规定应填报的月度、年度信息；对外投资并购前期事项；对外投资在建项目进展情况；对外投资存在主要问题以及遵守当地法律法规、保护资源环境、保障员工合法权益、履行社会责任、安全保护制度落实情况等。

Article 13 The information to be reported by domestic investors shall include but not be limited to the following information: monthly and annual information required to be reported by the Statistical System for Direct Outbound Investments; matters leading to an outbound merger or acquisition; progress of an ongoing project overseas funded by an outbound investment; main problems encountered in an outbound investment; compliance with local laws and regulations, protection of resources and environment, labor rights protection, performance of social responsibilities, and implementation of safety or security protection systems.

境内投资主体报送信息的具体内容、途径、频率等由相关主管部门依据职责另行规定。

The specific content, method and frequency of information reporting by domestic investors shall be stipulated separately by the relevant authorities according to their respective responsibilities.

第十四条 人民银行、国务院国资委、银监会、证监会、保监会对负责的境内投资主体报送的对外投资信息，每半年后1个月内通报商务部统一汇总。商务部定期将汇总信息反馈给上述部门。

Article 14 The PBC, the SASAC, the CBRC, the CSRC and the CIRC shall report the information on outbound investments reported to them by domestic investors under their respective jurisdictions every six months to the MOFCOM for summary purposes within one month after such six-month period. The MOFCOM shall in turn regularly give feedbacks on the summary of information to each of the aforesaid authorities.

第十五条 商务部建立“境外企业和对外投资联络服务平台”（以下简称平台），相关主管部门可通过平台将对外投资备案（核准）报告信息转商务部，实现信息数据共享，共同做好对外投资监管。

Article 15 The MOFCOM will build a "liaison service platform for overseas enterprises and outbound investments" (the "Platform") that enables the relevant authorities to forward the information reported on outbound investments subject to record-filing or approval to them by domestic investors to the MOFCOM, so as to achieve the sharing of information and data and an effective joint regulation of outbound investments.

第十六条 境内投资主体对外投资出现重大不利事件或突发安全事件时，按“一事一报”原则及时向相关主管部门报送，相关主管部门将情况通报商务部。

Article 16 Any major adverse event or emergency/safety incident encountered in an outbound investment by a domestic investor shall be promptly reported to the relevant authority under the principle of "one report for each matter that shall be reported" and then be reported by such relevant authority to the MOFCOM.

第十七条 相关主管部门应按照国家部门职责和分工，充分利用商务部汇总收集的信息，动态跟踪研判对外投资领域涉及国民经济运行、国家利益、行为规范、安全保护、汇率、外汇储备、跨境资本流动等问题和风险，按轻重缓急发出提示预警，引导企业加强风险管理、促进对外投资健康发展。

Article 17 The relevant authorities shall, according to their respective responsibilities and jurisdictions, make full use of the summary of information made by the MOFCOM, to dynamically track, study and judge the issues and risks in the area of outbound investments involving the running of the national economy, national interests, regulation of conduct, security safeguards, exchange rates, foreign exchange reserves and cross-border capital flows, and to give early warnings in an order of importance and urgency, so as to guide enterprises to strengthen risk management and promote a healthy development of outbound investments.

第四章 监管

Chapter IV Regulation

第十八条 相关主管部门应对所负责的对外投资进行监督管理，对以下对外投资情形进行重点督查：

Article 18 The relevant authorities shall perform supervision and administration on the outbound investments within their respective jurisdictions, with a regulatory focus on outbound investments in the following cases:

（一）中方投资额等值3亿美元（含3亿美元）以上的对外投资；

1. outbound investments with an amount of Chinese contributions equivalent to USD300 million or above;

（二）敏感国别（地区）、敏感行业的对外投资；

2. outbound investments made in a sensitive country (region) or a sensitive industry;

（三）出现重大经营亏损的对外投资；

3. outbound investments sustaining substantial losses;

（四）出现重大安全事故及群体性事件的对外投资；

4. outbound investments encountering a major safety incident or mass incident;

（五）存在严重违规行为的对外投资；

5. outbound investments where there is any serious irregularity; and

（六）其他情形的重大对外投资。

6. major outbound investments in other cases.

第十九条 商务部牵头开展对外投资“双随机、一公开”抽查工作，定期进行对外投资备案（核准）报告的真实性和完整性、及时性的事中事后监管工作。相关主管部门应根据各自职责制定相应的“双随机、一公开”抽查工作实施细则并开展抽查工作。

Article 19 The MOFCOM shall take the lead in performing regular interim and ex post regulation in respect of the truthfulness, completeness and timeliness of the information reported on outbound investments subject to record-filing or approval, by conducting checks on outbound investments with "a random selection of both inspectors and subjects of inspection and disclosure of the results" (the "Dual Random and Disclosure" checks). The relevant authorities shall, according to their respective responsibilities, formulate their respective rules for the implementation of the "Dual Random and Disclosure" checks and perform the checks accordingly.

第二十条 相关主管部门每半年将重点督查和随机抽查的情况通报商务部汇总。

Article 20 The relevant authorities shall report information on the focused regulation and random checks performed by them to the MOFCOM for summary purposes every six months.

第五章 事后举措

Chapter V Ex Post Measures

第二十一条 境内投资主体未按本《办法》规定履行备案（核准）手续和信息报告义务的，商务部会同相关主管部门视情采取提醒、约谈、通报等措施，必要时将其违规信息录入全国信用信息共享平台，对企业的行政处罚通过国家企业信用信息公示系统记于企业名下并向社会公示。

Article 21 In case that a domestic investor failed to go through the record-filing or approval procedures or failed to perform its obligation of information reporting as required by these Measures, the MOFCOM will, in concert with other relevant competent departments, take measures such as giving a warning to, having a regulatory talk with, or circulating a notice of criticism against, such domestic investor, depending on the circumstances, and if necessary, will also record such violation into the national credit information sharing platform, and the administrative sanction against the enterprise concerned will also be recorded under the name of such enterprise into the national enterprise information publicity system and made public.

第二十二条 境内投资主体未按本《办法》规定履行备案（核准）手续和信息报告义务，情节严重的，相关主管部门根据各自职责，暂停为其办理对外投资备案

Article 22 In case that a domestic investor failed to go through the record-filing or approval procedures or failed to perform its obligation of information reporting as required by these Measures, the circumstances of which are serious, the relevant authorities shall, according to their respective responsibilities, suspend processing the record-filing or approval procedures for such domestic

（核准）手续，同时采取相应措施。

investor and take appropriate measures at the same time.

第二十三条 相关主管部门在开展监管工作过程中，如发现境内投资主体存在偷逃税款、骗取外汇等行为，应将有关问题线索转交税务、公安、工商、外汇管理等部门依法处理。

Article 23 Where any of the relevant authorities discovers, in the process of its regulatory work, such act as tax evasion or foreign exchange fraud by a domestic investor, it shall pass on the lead to the tax, public security, industry and commerce or foreign exchange authorities, as the case may be, for handling in accordance with the law.

第六章 附则

Chapter VI Supplementary Provisions

第二十四条 中央管理的其他单位对外投资备案（核准）报告工作参照本《办法》执行。

Article 24 The reporting of outbound investments subject to record-filing or approval by other entities managed by the Central Government shall be governed by these Measures mutatis mutandis.

第二十五条 本《办法》由发布部门共同负责解释。

Article 25 These Measures shall be interpreted jointly by the promulgators thereof.

第二十六条 本《办法》自发布之日起实施。

Article 26 These Measures shall come into force as of the date of promulgation.