Newsletter

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2026 Guide to Foreign Loan Registration for Foreign-Invested Enterprises

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Core Principles



Registration is a prerequisite: Without a written confirmation of registration issued by the State Bank of Vietnam (SBV), the enterprise is not permitted to make principal or interest repayments to the foreign lender.



Nature of the loan: This is a self-borrowed, self-repaid foreign loan, for which the enterprise assumes full legal responsibility and is not guaranteed by the Government.

Legal Risks & Sanctions



Strict penalties: Administrative fines of up to VND 400 million may be imposed under Decree No. 340/2025/ND-CP for violations, including the misuse of foreign loan proceeds or failure to register foreign loans within the statutory deadline.



Cash flow freeze: Commercial banks will refuse to process overseas debt repayment transfers if the foreign loan registration dossier is incomplete or otherwise non-compliant with applicable regulations.



Credit risk: Delayed debt repayment may adversely affect the enterprise's credibility with foreign lenders and investors.

Classification of Foreign Loans: Registration and Exemptions

REGISTRATION REQUIRED	REGISTRATION EXEMPT
MEDIUM- AND LONG-TERM LOANS: LOAN TERM EXCEEDING ONE (1) YEAR	SHORT-TERM LOANS: LOAN TERM OF LESS THAN ONE (1) YEAR, WITH REPAYMENT MADE ON TIME
SHORT-TERM LOANS WITH EXTENDED TERM: THE TOTAL LOAN TERM (INCLUDING ANY EXTENSION) EXCEEDS ONE (1) YEAR	LOANS IN THE FORM OF DEFERRED PAYMENT FOR IMPORTED GOODS
OVERDUE SHORT-TERM LOANS: THE OUTSTANDING PRINCIPAL REMAINS AS OF ONE (1) YEAR FROM THE FIRST DISBURSEMENT DATE, UNLESS FULLY REPAID WITHIN THE SUBSEQUENT THIRTY (30) BUSINESS DAYS.	LOANS IN THE FORM OF INTERNATIONAL FINANCIAL LEASES

Note: Exemption from registration does not exempt the enterprise from its reporting obligations. The enterprise must still submit periodic reports on its outstanding foreign loans to the State Bank of Vietnam (SBV).



Key Focus: Deferred Payment for Imported Goods

Handling Overdue Import Invoices
(Converted into Medium- or Long-Term Loans)



01. Actual Situation

- An FDI enterprise imports goods but fails to make payment to the foreign supplier within the agreed payment term.
- The trade debt is effectively converted into a medium- or long-term foreign loan.

Checkpoint

02. Legal Basis

- Article 4.2 of Circular No. 12/2022/TT-NHNN: Not subject to foreign loan registration requirements.
- Article 5.1 of Circular No. 08/2023/TT-NHNN: Not subject to the conditions applicable to foreign borrowing, including the foreign borrowing limit.

03. Conclusion

- **NO** foreign loan registration with the State Bank of Vietnam (SBV) is required.
- The enterprise **MUST** report the medium- and long-term debt through the SBV's Online Foreign Borrowing and Repayment Management System.

3 Key Conditions for Foreign Borrowing

Pursuant to Circular No. 08/2023/TT-NHNN







Factor 1: Legal Entity Status

Must be an enterprise, cooperative, or credit institution duly established and operating in accordance with Vietnamese law.

Factor 2: Lawful Borrowing Purpose

For investment projects (within the IRC funding gap).

To finance the enterprise's business and production activities (other than an investment project).

To restructure an existing foreign loan (without increasing the borrowing costs).

Factor 3: Written Loan Agreement

Must be supported by a written loan agreement.

Must clearly specify the loan amount, term, interest rate, fees, and disbursement/repayment method.

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Foreign Loan Registration Deadline



Track 1: 30-Business-Day Registration Deadline

Signing Date

Applicable to: Effective from the signing date of the medium- or long-term loan agreement.

Signing Date

Applicable to: From the signing date of the extension agreement (converting a short-term loan into a medium- or long-term loan), if signed within one (1) year from the first disbursement date.

Track 2: 60-Business-Day Registration Deadline

One-Year Anniversary

One-Year Anniversary

Applicable to short-term loans converted into medium- or long-term loans:

- Outstanding principal remains on the first anniversary of the initial disbursement date; or
- The extension agreement is signed more than one (1) year after the initial disbursement date.





Foreign Loan Registration Dossier

Prepared in accordance with Circular No. 12/2022/TT-NHNN, as amended by Circular No. 80/2025/TT-NHNN

1. Registration Application

- Application for registration of a foreign loan in the prescribed form.
- Online declaration/submission via the system.

2. Legal Documents & Purpose

- Company's legal documents.
- Loan capital utilization plan or debt restructuring plan.

3. Loan Agreement

- Summary of the Loan Agreement.

4. Bank Confirmation

- Confirmation document issued by the servicing bank.

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Application Submission & Processing Procedure

Updated under Circular No. 80/2025.

Step 1: Submission Method

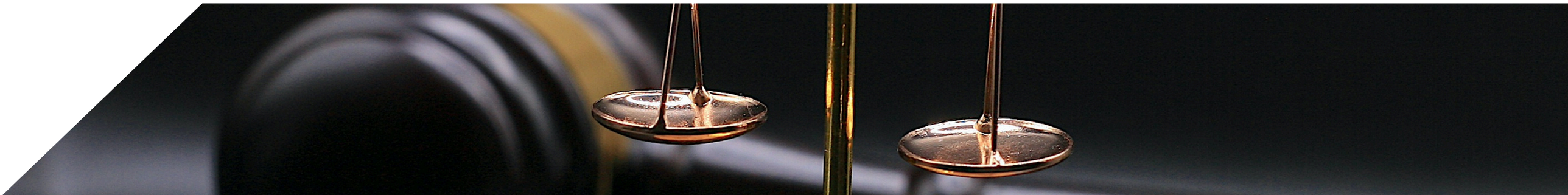
- Online, by post, or in person.

Step 2: Processing Time

- Official processing time: 10 working days from the date of receipt of a complete and valid application.

Step 3: Result Issuance

- The confirmation document (or a rejection notice stating the specific reasons) will be issued in electronic form via the online system, by post, or directly.



Principles of Cash Flow Movement

All transactions must be conducted through the "Foreign Borrowing and Debt Repayment Account".



Mandatory Principles:

1. Disbursement and repayment (principal, interest, fees) must be made through the borrower's foreign currency or VND payment account opened at an authorized bank in Vietnam.
2. Same bank requirement: Loan disbursement and repayment must use the same bank. Any change requires registration with the State Bank of Vietnam.
3. VND repayment exception: Only applies in limited cases (e.g., repayment from direct profits of foreign investors).

Risk Management & Mitigation Measures

01. Review the 1-Year Threshold for Short-Term Loans

Set up an internal alert 30 days before a short-term loan reaches the 1-year threshold. Prepare a repayment plan or immediately prepare the registration dossier for conversion.

02. Strict Management of Disbursement Documents

Ensure loan proceeds are used for proper purposes and retain consistent bank statements and invoices to support the conversion application.

03. Emergency Handling Plan (If Registration Is Not Possible)

If the deadline is missed or registration conditions are not met, the enterprise should consider: (a) Full repayment of the outstanding loan before the registration deadline, or (b) Conversion of the loan into equity, subject to foreign ownership limits under investment regulations.







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Thank You!



0942 339 063

https://hankuklawfirm.com/vi/

info@hankuklawfirm.com