

SPECIAL TERMS AND CONDITIONS FOR FOREIGN EXCHANGE ACCOUNTS

特别外汇账户服务条款及细则

PART 1 FCY CAPITAL ITEM ACCOUNT

第 1 部分 外汇资本项目账户

This Schedule pertains to the Special Terms and Conditions applicable to certain FCY capital item accounts, specifically the FCY capital account (the "**Capital Account**") and related services provided by the Bank to the Customer. Unless otherwise provided herein, the Terms and Conditions for Bank Accounts and Services as may be amended from time to time and accessible at www.shanghaibranch.icicibank.com shall apply to this schedule as if they are expressly incorporated herein in full.

本附表涉及适用于特定外汇资本项目账户，具体而言指外汇资本金账户（“**资本金账户**”）以及本行向客户提供的相关服务的特别条款及细则。除非本附表另有规定，银行账户和服务条款与条件（可不时修订，并可在 www.shanghaibranch.icicibank.com 查阅）《一般条款》的全部条款均适用于本附表，并应被视为已全部并入本附表。

FCY capital item account means a type of deposit account held by Chinese entities (e.g., state organizations, enterprise and public institution, social groups, military units etc., including foreign invested enterprises but excluding financial institutions) for receiving and paying FCY under capital items, including the Capital Account, foreign debt accounts and other kinds of FCY capital item accounts; the opening/suspending/termination of such accounts and the daily operation of such accounts shall be subject to the supervision of the State Administration of Foreign Exchange ("**SAFE**").

外汇资本项目账户是由境内机构（如国家机关、企事业单位、社会团体、部队等，包括外商投资企业，但不包括金融机构）持有，用于接收及支付资本项目下的外汇的存款账户，包括资本金账户、外债账户及其他种类的外汇资本项目账户。该等账户的开立、暂停及终止以及该等账户的日常运营均应受到国家外汇管理局的监管。

1. **DEFINITION AND CONDITIONS** 定义及条件

Capital Account is opened by foreign-invested enterprises ("**FIE**") for handling of foreign exchange investment from its overseas shareholders; only FIE with relevant registration form issued by SAFE is allowed to open Capital Account.

资本金账户由外商投资企业开立，以处理其海外股东的外汇投资；仅有持有国家外汇管理局颁发的相关登记证书的外商投资企业被允许开立资本金账户。

2. **DOCUMENTS FOR ACCOUNT OPENING** 开户文件

Customer shall provide the Bank with such documents as requested by SAFE and the Bank from time to time for the opening of its Capital Account.

客户开立其资本金账户时应向本行提供国家外汇管理局及本行不时要求提供的文件。

3. **CURRENCY OF THE CAPITAL ACCOUNT** 资本金账户的币种

Customer may open more than one Capital Account, provided that the currency of each such Account shall be consistent with the currency of registered capital recorded in the Certificate of Approval for Establishment of Enterprises with Foreign Investment in the People's Republic of China issued by the governmental authority.

客户可以开立一个以上的资本金账户，条件是每一该等账户内的币种与政府机构颁发的中华人民共和国外商投资企业批准证书上记载的注册资本的币种一致。

4. **THE LIMIT OF THE CAPITAL ACCOUNT** 资本金账户的限制

4.1 The limit means, in relation to a specific Capital Account, the maximum amount of the foreign exchanges that could be deposited into the Capital Account as approved by SAFE. Generally it equals to the registered foreign exchange ("**FX**") capital of the FIE.

限额系指，就某一特定的资本金账户而言，国家外汇管理局核准的资本金账户内可以保留的最高限额外汇资金。通常该限制等于该外商投资企业的注册外汇资本。

4.2 In the event that the Customer needs more than one Capital Account, the amount jointly held by such Customer in such Capital Accounts shall not, at any time exceed the registered capital of the Customer with SAFE.

如果客户需要开立一个以上的资本金账户，则客户在该等资本金账户中总共持有的金额在任何时候均不得超过其在国家外汇管理局登记的注册资本。

4.3 Any changes to the limit of any Capital Account shall be subject to examination and approval from the SAFE.

任何资本金账户限额的任何变动均需经国家外汇管理局的审查和核准。

5. **CHANGE OF THE CAPITAL ACCOUNT** 资本金账户的变更

When there is any change in the name, address, limit or other information of the Capital Account registered with SAFE, the Customer must apply to the Bank to change the registration.

当在国家外汇管理局注册的资本金账户的名称、地址、限制或其他信息有任何变化时，客户必须向本行申请以变更登记。

6. **INFLOW AND OUTFLOW** 存入及支出

6.1 Inflow 存入

The capital contribution is the only allowed inflow of Capital Account and specifically includes (1) Foreign currency capital or investment from the FIE (2) return fund from the original capital account (3) the domestic foreign exchange account transfer as approved or registered by the SAFE,

出资额是唯一被允许存入资本金账户的资金，具体而言，包括(1)来自外商投资企业的外币资本或投资；(2)原资本金账户的返还资金；(3)经国家外汇管理局核准或在其处注册的境内外汇账户划转。

(A) Any inflow into the Capital Account shall be remittance only. Cash deposits are not allowed.

任何资本金账户的资金流入应仅以汇款的方式进行，不允许使用现金存款方式。

6.2 Outflow 支出

The deposit in the Capital Account shall be used by Customer within its approved business scope, which may include: (1) the foreign currency expense under the current account checked by the Bank; (2) the capital item payment permitted by the SAFE; (3) CNY settlement within business scope; (4) domestic remittance to other designated capital account with the same name and currency.

客户应在其核准的经营范围内使用资本金账户的资金，该范围可包括：(1) 本行核验的经常项目下的外汇支出；(2) 国家外汇管理局允许的资本项目下的外汇支出；(3) 经营范围内的人民币结算；(4) 与另一同名同币种的指定资本金账户的境内结算。

The above Clause 6.1 and 6.2 shall be subject to the regulations and policies as issued by SAFE and/or the Bank from time to time.

上述第 6.1 和 6.2 条将受限于国家外汇管理局和/或本行不时发布的规定和政策。

7. **THE SETTLEMENT OF FOREIGN EXCHANGE** 外汇结算

7.1 Documents Required for Settlement 结汇所需文件

For the purpose of exchange of FCY into CNY, Customer shall provide Bank with the documents as required by SAFE and/or the Bank, including:

为将外汇兑换为人民币，根据国家外汇管理局和/或本行的要求，客户应向本行提交的材料包括：

(A) a letter of payment order for CNY funds derived from its capital settlement; the term "letter of payment order" as used herein refers to any written instruction issued by Customer by which Bank makes a payment with CNY funds derived from foreign exchange settlement;

资本金结汇所得人民币资金的支付命令函；“支付命令函”是指由客户签发的，本行据以将结汇所得人民币资金进行对外支付的任何书面指令；

- (B) certificates demonstrating the purposes for which CNY funds derived from capital settlement are to be used, including commercial contracts or payment advices issued by payees; a payment advice shall contain the major terms and conditions of a commercial contract, the amount to be paid, the name and bank account number of the payee, the purposes of the relevant funds, and other matters; where the Customer desires to repay any CNY loan with CNY funds derived from its capital settlement, the Customer must submit a statement that any such loan has been used within the approved business scope in accordance with provisions of the relevant contract;

资本金结汇后的人民币资金用途证明文件，包括商业合同或收款人出具的支付通知；支付通知应含商业合同主要条款内容、需支付的金额、收款人名称及其银行账户号码、相关资金用途，及其他事项；若客户以资本金结汇所得人民币资金偿还任何人民币贷款，客户须提交该笔贷款资金已按合同约定在批准的经营范围内使用的说明；

- (C) the most recent capital verification report issued by an accounting firm (a letter responding to an inquiry and confirmation letter with respect to capital contribution of the foreign shareholders must be attached thereto);

会计师事务所出具的最近一期验资报告（须附外方出资情况征询函的回函）；

- (D) relevant evidence proving that the previous sum of CNY funds derived from its capital settlement has been used to make a payment in accordance with a payment order letter and a detailed list of its utilization, and copies of relevant evidence such invoices stamped with the common seal or the financial-purpose seal of Customer; where such settlement is made on one occasion or is the final one of many installments, Customer shall submit the foregoing materials within five working days after such settlement;

前一笔资本金结汇所得人民币资金按照支付命令函对外支付的相关凭证及其使用情况明细清单，和加盖客户公司印鉴或财务印章的发票等有关凭证的复印件；若该笔结汇为一次性或分次结汇中的最后一笔，客户应当于结汇后的5个工作日内提交前述材料；以及

- (E) receipt, payment notice or taxation certificate from the national bureau in case that the CNY fund is used for payment of taxation or other fees; and

在人民币资金被用于支付税款或其他款项时，收据、付款通知或国家主管部门颁发的税务登记证。

- (F) any other materials Bank deems necessary.

本行认为必要的任何其他材料。

- 7.2 Where settlement is to be made for the reserve funds of Customer equivalent to USD 50,000 or less, Customer need not submit documents specified in Item (ii) and Item (iv) of the preceding paragraph.

若客户备用金结汇等值5万美元（含）以下，客户无需提交前段第(ii)、(iv)项文件。

- 7.3 The Bank will subject to the laws, regulations and the requirements of SAFE, on the basis of the foregoing materials, examine and verify carefully the genuineness and compliance of the purposes for CNY funds to be used by Customer derived from its capital settlement and, in the case of any inconsistency or conflict among the aforesaid materials, will not handle the relevant business for Customer.

本行将遵照法律、法规和国家外汇管理局的要求，根据上述材料认真审核客户资本金结汇所得人民币资金用途的真实性与合规性，如发现上述各项材料之间不能互相印证或者存在矛盾的，将不会为客户办理相关业务。

8. ACCOUNT TERMINATION 销户

- 8.1 For the need of its ordinary operation (such as account transfer), Customer may voluntarily close the Capital Account. Bank shall handle the Account closing procedures correspondingly.

为账户的日常运作需要（例如转账），客户可自愿销户。本行应当相应地办理销户手续。

- 8.2 In case that a FIE cancels its foreign currency registration, its Capital Account can be closed after the clean-up of the balance in the Account.

若一外商投资企业注销其外汇登记，其资本金账户可在该账户清账后被销除。

PART 2 FCY CURRENT ACCOUNT

第 2 部分 经常项目外汇账户

This Part is a Special Terms and Conditions applicable to the FCY Current Accounts (the “**Current Account**”) and such other accounts which under the applicable laws and regulations fall within the category of Current Account and related services provided by the Bank to the Customer. Unless otherwise provided herein, the Terms and Conditions for Bank Accounts and Services as may be amended from time to time and accessible at [•] shall apply to this schedule as if they are expressly incorporated herein in full.

本部分是关于经常项目外汇账户（“经常项目账户”）和依据适用的法律法规规定属于经常项目账户的其他账户以及本行向客户提供的相关服务的特别条款及细则。除非本附表另有规定，银行账户和服务条款与条件（可不时修订，并可在【•】查阅）《一般条款》的全部条款均适用于本附表，并应被视为已全部并入本附表。

1. **DOCUMENTS FOR ACCOUNT OPENING** 开户文件

Customer shall provide the Bank with the documents as requested by SAFE and the Bank from time to time for the opening of its Current Account. These documents include without limitation to the following:

客户开立其经常账户时应向本行提供国家外汇管理局及本行不时要求提供的文件。这些文件包括但不限于：

- (A) the application form; 开户申请书；
- (B) the originals and copies of the Business License or the relevant registration certificate or other certification evidencing the valid establishment and valid existing of the Customer; 营业执照或相关登记证或证实其成立和有效存续的其他证明文件的原件和复印件。
- (C) the original and copy of Organization Code Certificate. 组织机构代码证的原件和复印件。

2. **INFLOW AND OUTFLOW** 存入及支出

2.1 FCY Account for Current Items of Domestic Institutions 境内机构经常项目外汇账户

(A) Inflow 存入

The allowed inflow into the FCY account for current items of domestic institutions are FCY earnings for current items.

境内机构经常项目外汇账户的收入范围为经常项目外汇收入。

(B) Outflow 支出

The allowed outflow out of the FCY account for current items of domestic institutions are FCY outward payment for current items and FCY outward payment for capital items approved by the SAFE.

境内机构经常项目外汇账户的支出范围为经常项目外汇支出及经外汇局核准的资本项目外汇支出。

2.2 Export Earnings Verification Account 出口收入待核查账户

(A) Inflow 存入

The allowed inflow into the export earnings verification account is FCY income from trade in goods (including the income of transit trades, excluding the facilities disbursed by domestic financial institutions under trade finance and the corresponding repayment proceeds from abroad).

出口收入待核查账户的收入范围限于货物贸易外汇收入（含转口贸易外汇收入，不含出口贸易融资项下境内金融机构放款及境外回款）。

(B) Outflow 支出

The allowed outflows out of the export earnings verification account are FCY settlement proceeds, funds transferred into the FCY current accounts and other FCY outward payments registered with SAFE. The FCY funds in the export earnings verification

account shall firstly be transferred into the Customer's FCY current account and then be applied to payment of purchase price or loan repayment.

出口收入待核查账户的支出范围包括结汇或划入企业经常项目外汇账户，以及经外汇局登记的其他外汇支出。待核查账户中的外汇资金必须先划入客户的经常项目外汇账户后方可用于对外支付货款、还贷等支出。

3. **CHANGE OF THE CURRENT ACCOUNT** 经常项目账户的变更

When there is any change in the name, address or other information of the Current Account registered with SAFE, the Customer must ask the Bank to update such change in the SAFE system.

当在国家外汇管理局注册的经常项目账户的名称、地址或其他信息有任何变化时，客户必须向银行申请在国家外汇管理局系统中更新该等变化。

4. **THE SETTLEMENT OF FOREIGN EXCHANGE** 外汇结算

Documents Required for Settlement 办理结算所需文件

4.1 For the purpose of exchange of FCY into CNY, Customer shall provide Bank with the supporting documents like valid commercial documents and vouchers for the purpose of settlement as required by SAFE and/or the Bank.

为将外汇兑换为人民币，客户应当根据国家外汇管理局和/或本行要求为结算之目的向银行提供支持文件，如有效商业文件及票据。

4.2 The Bank will subject to the laws, regulations and the requirements of SAFE, on the basis of the foregoing materials, examine and verify carefully the genuineness and compliance of the purposes for CNY funds to be used by Customer derived from its settlement and, in the case of any inconsistency or conflict among the aforesaid materials, will not handle the relevant business for Customer.

本行将依照法律、规章以及国家外汇管理局的要求，在上述文件的基础上，仔细地检查并验证客户由结算所得的人民币资金的使用目的的真实性及合规性。若上述文件有任何不一致或有任何冲突，本行将不为客户办理相关业务。

5. **ACCOUNT TERMINATION** 销户

For the need of its ordinary operation (such as account transfer), Customer may voluntarily close the Current Account. Bank shall handle the account closing procedures based on the application of the Customer and update the information in the SAFE system correspondingly.

为账户的日常运作需要（例如转账），客户可自愿销户。本行应当按照客户申请相应地办理销户手续，并在国家外汇管理局系统中更新相应信息。

PART 3 NRA (FOREIGN CURRENCY)

第 3 部分 非居民 (外汇) 账户

This Part is a Special Terms and Conditions applicable to the Non-Resident Account (Foreign Currency) (the "NRA (FCY)") and such other accounts which under the applicable laws and regulations fall within the category of NRA (FCY) Account related services provided by the Bank to the Customer. Unless otherwise provided herein, the Terms and Conditions for Bank Accounts and Services as may be amended from time to time and accessible at [•] shall apply to this schedule as if they are expressly incorporated herein in full.

本部分是关于本行向客户提供的非居民(外汇)账户(“非居民(外汇)账户”)和依据适用的法律法规的规定属于非居民(外汇)账户的其他账户以及相关服务的特别条款及细则。除非本附表另有规定,银行账户和服务条款与条件(可不时修订,并可在【•】查阅)《一般条款》的全部条款均适用于本附表,并应被视为已全部并入本附表。

1. **NRA (FCY)** 非居民(外汇)账户

NRA (FCY) means a type of Foreign Currency account opened and maintained by the overseas institutions legally registered and established outside the territory of China (including Hong Kong SAR, Macao SAR, and Taiwan Province) for the handling of receipt and payment of foreign exchange funds in accordance with laws and regulations, provided that the NRA (FCY) as stated in this Schedule do not include the Domestic Offshore Accounts of Customer.

非居民(外汇)账户系指中国境外(含香港、澳门和台湾地区)合法注册成立的境外机构依据法律和法规为办理外汇收支业务而开立并持有的一类外汇账户,本附表所称非居民(外汇)账户,不含客户境内的离岸账户。

2. **ACCOUNT OPENING** 开户

2.1 Bank will examine and verify the materials for the account opening, such as the documentary evidence testifying to the legality of the overseas registration and establishment of the Customer. In the event that the account opening materials, such as the documentary evidence, are presented in languages other than Chinese, Customer shall also provide Chinese translations of the corresponding evidence.

本行将审核开户资料,例如证实客户在境外合法注册及成立的证明文件。如该等证明文件等开户资料为非中文的,客户还应同时提供对应的中文翻译。

2.2 Unless otherwise specified or required, the opening of NRA (FCY) of Customer will not subject to the approval of SAFE or its local branch.

除国家外汇管理局另有规定外,开立非居民(外汇)账户不需经国家外汇管理局及其分支局批准。

2.3 The account name on the NRA (FCY) shall conform with the name presented in the documentary evidence testifying to the legality registration and establishment (or the corresponding Chinese translation) of the Customer.

非居民(外汇)账户户名应与证实客户在境外合法注册成立的证明文件(或对应的中文翻译)记载的名称一致。

3. **INFLOW AND OUTFLOW** 存入及支出

3.1 Any foreign exchange receipt or payment of domestic institutions and individuals from/to the NRA (FCY) of the Customer shall be subject to the management of cross-border transaction administration. Bank will handle such foreign exchange receipts and payments after examining and verifying the valid commercial documents and vouchers of the domestic institutions and individuals according to foreign exchange administration requirements and regulations on cross-border transactions.

境内机构和境内个人与客户的非居民(外汇)账户之间往来的任何外汇收支,按照跨境交易进行管理。本行将按照跨境交易外汇管理规定,审核境内机构和境内个人有效商业单据和凭证后办理该等外汇收支。

Unless otherwise specified or required by the SAFE, Bank may directly handle the following business in relation to the NRA (FCY) as per the directions of Customer:(1) a foreign exchange collection from home or abroad; (2) a foreign exchange transfer with another domestic foreign exchange account of the Customer; (3) a foreign exchange transfer with an offshore account, or; (4) a payment to overseas.

除非国家外汇管理局另有规定，本行可以根据客户指令直接办理下述非居民(外汇)账户相关业务：(1)从境内或境外收汇；(2) 客户境内外汇账户相互之间的外汇划转；(3) 与离岸账户之间的外汇划转；或者(4)向境外支付。

3.2 Customer agree that it will provide all requested documents to the Bank and give all necessary assistance to the Bank for the purpose of anti-money laundering.

为反洗钱之目的，客户同意向本行提交所有要求的文件并给予本行所有必要的配合。

4. **CURRENCY CONVERSION** 外汇兑换

The deposit and withdrawal of cash in foreign currency via the NRAs (FCY) of Customer and the foreign exchange settlement of funds in such accounts in a direct or disguised manner are prohibited unless otherwise approved by branches or administrative departments of the SAFE at the locality of registration.

除非获得注册所在地国家外汇管理局分局、管理部批准，不得从客户的非居民(外汇)账户存取外币现钞，不得直接或者变相将该账户内资金结汇。