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Demystifying Chinese Investment in Australia

China's outbound direct investment in Australia

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1.55%

1.94%

0.8%

0.5%

Foreword

Despite an intensity of interest in China's direct investment in Australia and elsewhere around the world, the nature and distribution of China's outbound direct investment (ODI) in this country is poorly understood.

In-depth analysis has been limited by persistent difficulties in obtaining reliable Chinese data. And a lack of understanding about the characteristics of Chinese investors, their corporate governance structures and deals has affected both policymakers' and public perceptions about Chinese ODI. Consequently, many questions about China's investment profile and motivations remain unanswered, provoking speculation and unwarranted anxieties about the speed and extent of Chinese investment.

KPMG and The University of Sydney China Studies Centre have, in the past 21 months, undertaken a thorough review of Chinese direct investment in Australia. Our assessment method and dataset provide arguably the most detailed and up-to-date information on Chinese ODI in Australia. This report expands on the findings of our business intelligence series for engaging with China¹, extending our analytical coverage to 30 June 2012.

We provide greater clarity and detail on the nature and distribution of China's investment flows to Australia, the types of investors involved, their entry strategies and a more comprehensive and up-to-date analysis than has been recently available in the marketplace.

Informed and constructive discussion by businesses and among policymakers about the nature and extent of China's ODI in Australia is critical for stimulating greater opportunities for engagement between Australian and Chinese organisations and determining our prosperity in the decades ahead.



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¹ KPMG/The University of Sydney China Studies Centre: *Australia & China: Future Partnerships 2011* and *The Growing Tide – China Outbound Direct Investment in Australia*, November 2011



China's investment inflows – a clear picture

Commercial pressures on Chinese companies have increased significantly in recent years, with investment decisions being driven more by the desire for attractive profit margins than by any political considerations.

The story of China's ODI in Australia and the world is remarkable.

Outbound investment flows were relatively modest from the start of China's economic reforms in the late 1970s to around 2005. In the ensuing years, a powerful drive for resources security and commercial competitiveness saw Chinese companies investing abroad in an intensifying quest to seek higher-value assets in developed countries such as Australia.

Commercial pressures on Chinese companies have increased significantly in recent years, with investment decisions being driven more by the desire for attractive profit margins than by any political considerations.

For the period from September 2006 to June 2012, a total of 116 completed deals were recorded. During this period, an accumulated USD 45.1 billion was invested by Chinese enterprises in Australian businesses².

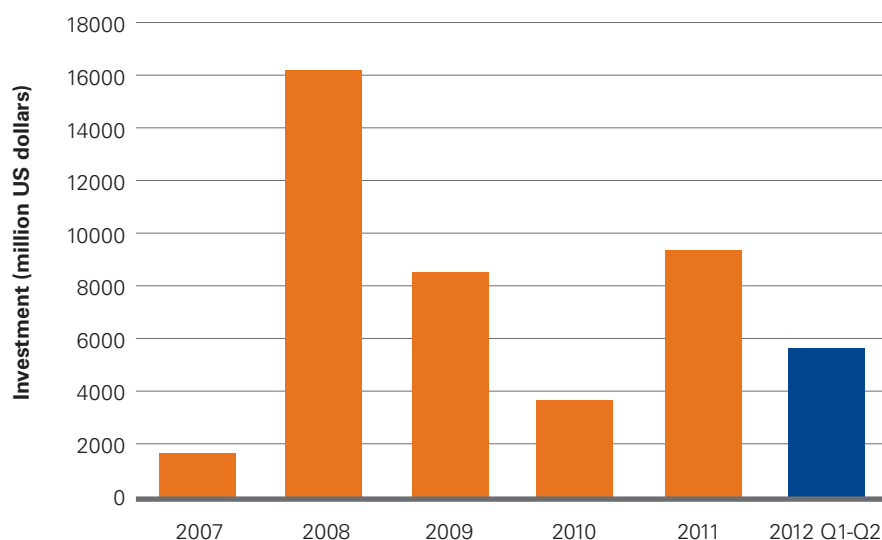
Total investment inflows jumped 10 times in one year, from USD 1.5 billion in 2007 to over USD 16 billion in 2008.

Chinese investment in Australia hit a high point in 2008 after the Chinese Government's announcement of its 'Going Global' policy several years earlier which encourages Chinese companies, particularly large ones, to look beyond the domestic market and engage in direct investment abroad.

Investment inflows from China slowed markedly in 2009, and further in 2010. The collapse of the Chinalco and Rio Tinto deal, as well as uncertainties surrounding the impact of Australia's then-proposed Minerals Resource Rent Tax and carbon price may also have contributed to the decline. However, during 2011, investment flows were on the rise again, reaching USD 9.4 billion and exceeding 2009's USD 8.5 billion total.

In the first half of 2012, investment flows reached USD 5.7 billion, due to the successful completion of several large deals, including the merger of Yancoal Australia and Gloucester Coal, and the acquisition of Anvil Mining by China's Minmetals.

Chinese investment in Australia by year³



Source: KPMG/The University of Sydney database

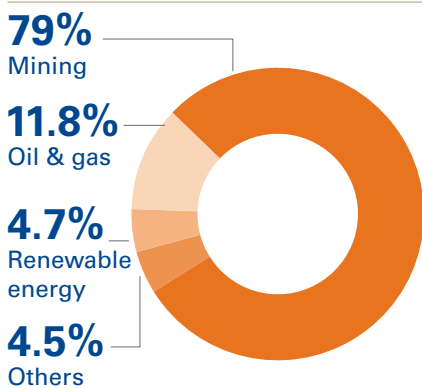
² KPMG/The University of Sydney database.

³ 2007 (full calendar year) to June 2012

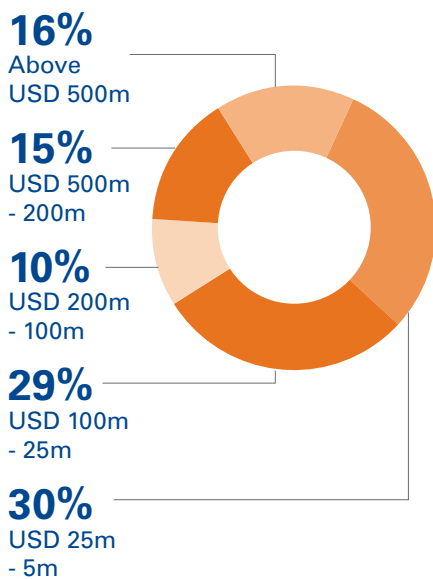
Characteristics of Chinese ODI in Australia

There are at least four characteristics that distinguish Chinese ODI in Australia from those of other countries, according to our analysis of activity from September 2006 to June 2012.

Chinese investment in Australia by industry⁴



Percentage of deals by size⁵



1. A focus on mining and energy:

Chinese ODI has been heavily concentrated in the mining and energy industries. Other industries barely feature. Almost 80 percent of investment during the period we examined was directed into mining industries, and a further 12 percent went into oil and gas.

China's 12th Five Year Plan has noticeably accelerated Chinese interest for investing in others sectors beyond mining, including renewable energy, food and agribusiness, hi tech and financial services.

2. Large deal sizes:

The average size of the completed deals is larger in Australia, compared with those of other countries. Nineteen of the 116 completed deals, for example, have a transaction value of more than USD 500 million. These 'mega-sized' deals account for more than 80 percent of total Chinese investment in Australia. Furthermore, almost half of all completed deals have a transaction value of over USD 100 million.

The benefit of such deal sizes is that larger individual investments can provide Australian businesses and projects with more certainty and a longer-term perspective in terms of operational decisions and investment in research and development. A high level of investment is essential for infrastructure and transport projects, which are critical to the long-term development of the Australian economy.

A drawback of these big deals, however, is that they tend to attract adverse media, and subsequently public attention. A high proportion of large deals means that individual deals may have a strong impact on overall ODI data. This explains some of the volatility of Chinese ODI figures for Australia. Chinese investment decisions are also exposed to mineral and energy price changes, which may add to the volatility of data.

4 September 2006 to June 2012, KPMG/ The University of Sydney database

5 Based on number of deals, September 2006 – June 2012



Over 80 percent of Chinese investment in Australia has been directed into mining.

M&A represents the most important form of Chinese ODI in Australia, far outstripping greenfield investment and joint ventures...

Chinese SOEs that have invested in Australia since 2006

- 1 Aluminum Corporation of China*
- 2 Anshan Iron & Steel Group Corporation
- 3 Baiyin Nonferrous Metal Group
- 4 Baoding Tianwei Baobian Electric Co. Ltd
- 5 Baotou Aluminium(Group)Co., Ltd
- 6 Baotou Iron & Steel (Group) Co., Ltd*
- 7 Bright Food
- 8 China Architecture Design and Research Group
- 9 China Coal Import & Export Company
- 10 China Datang Corporation*
- 11 China Guangdong Nuclear Power Group
- 12 China Huanqiu Contracting & Engineering Corp
- 13 China Investment Corporation
- 14 China Merchants Group Ltd
- 15 China Metallurgical Group Corporation*
- 16 China Minmetals Corporation*
- 17 China National Offshore Oil Corporation *
- 18 China National Petroleum Corporation*
- 19 China Nonferrous Metal Industry
- 20 China Railway Materials Commercial Corp*
- 21 China Shenhua Energy Company*
- 22 China-Africa Development Fund
- 23 Chonggang Minerals Dev. Investment Ltd
- 24 East China Mineral Exploration & Dev. Bureau
- 25 Goldsland Holdings Co Ltd
- 26 Guangdong Rising Assets Management Co
- 27 Guangdong Yudean Group Co Ltd
- 28 Hunan Nonferrous Metals Corp
- 29 Hunan Valin Iron & Steel Group
- 30 Jiangsu Shagang Group*
- 31 Jilin Tonghua Iron and Steel Group
- 32 Jinchuan Group Ltd
- 33 Northwest Mining and Geology Group Co., Ltd
- 34 Shenzhen Zhongjin Lingnan Non-fermet Co., Ltd
- 35 Shougang Group Corporation*
- 36 Sinopec Group *
- 37 Sinosteel Corporation*
- 38 The CITIC Group *
- 39 Western Mining Co Ltd
- 40 Wuhan Iron and Steel (Group) Corporation*
- 41 Yankuang Group
- 42 Yunnan Chihong Zinc & Germanium Co., Ltd
- 43 Yunnan Tin Group Co Ltd
- 44 Zijin Mining Group Co. Ltd
- 45 Shandong Energy Group

Note: * SOEs listed in the Fortune Global 500, 2011

3. State-owned dominance:

Chinese State-Owned Enterprises (SOEs) dominate investment in Australia, a characteristic that likely gives rise to public perceptions that investment is government-directed rather than commercially motivated. Of the 116 completed deals, 92 were made by 45 SOEs. Based on transaction value, over 95 percent of the investment during our data timeframe involved SOEs. This is notably higher than the 70 percent global average⁶, and the 65 percent and 72 percent averages for the United States and Europe respectively⁷.

SOE ownership is, however, consistent with the fact that Chinese investment in Australia is concentrated in the energy and resource sectors. As these sectors require high levels of initial capital outlays and their projects often involve longer investment cycles and higher investment risk, SOEs — with their easier access to finance — are still the main players. The majority of Chinese investments are funded by Chinese debt, mostly through the China Development Bank, and to a much lesser extent the big 4 Chinese domestic banks which are rapidly entering the Australian market to support their major Chinese clients.

In addition, SOEs have the advantage of networks and experience accumulated through years of minerals trading with Australian businesses, which inevitably facilitate their investment in Australia.

The table to the left provides a list of the 45 Chinese SOEs that invested in Australia during the period of our analysis. Of these, 15 SOEs are listed in the 2011 Fortune Global 500 rankings of the world's largest companies. In 2011, their total combined global revenue reached USD 935 billion.

4. A preference for investments with listed companies:

The targeted or partner companies of Chinese investors are mostly listed on the Australian Stock Exchange (ASX). Based on our data, excluding a few deals involving projects with private companies owned by Australian mining figures such as Clive Palmer and Gina Rinehart, all other completed deals were made with ASX-listed companies, either directly or indirectly. There are a number of possible reasons for this.

Making direct or indirect investments with ASX-listed companies provides some SOEs with the facilities to raise additional financial capital for expansion. Importantly, like other companies, SOEs aim to identify projects which are more likely to generate profits. SOEs find it a challenge to identify attractive projects — to do so requires the deployment of a variety of screening devices.

An ASX listing may act as one such screening device. By investing in ASX-listed companies, Chinese SOEs are better able to perform due diligence and understand the performance of the company due to continuous disclosure requirements and Joint Ore Reserves Committee Code (JORC) standards for listed companies.

Companies already listed on the ASX may, on average, involve less risk and a higher probability of generating profits⁸.

SOEs' sensitivity to potential investment risks is also obvious through their preference for mergers and acquisitions (M&A)⁹. These represent the most important form of Chinese ODI in Australia, far outstripping greenfield investment and joint ventures in terms of the number of completed deals and their value¹⁰.

6 China's Ministry of Commerce (2010 statistics on China's global ODI stock)

7 Rhodium Group (2011, 2012)

8 Companies listed on ASX are required to comply with continuous disclosure rules. In particular, companies listed on the Australian Securities Exchange are required to report publicly on ore reserves and mineral resources under their control, using the Joint Ore Reserves Committee Code (JORC). Non-compliance has criminal and civil liabilities – section 674 of the Corporations Act 2001 (Cth) requires the immediate disclosure of information (to the market) that would have a material effect on the price or value of the company's securities.

9 Outbound foreign direct investment can occur through 'greenfield' projects (building new facilities from scratch) or by buying existing assets through mergers or acquisitions.

10 Based on KPMG/The University of Sydney database

China's investment by state and industry

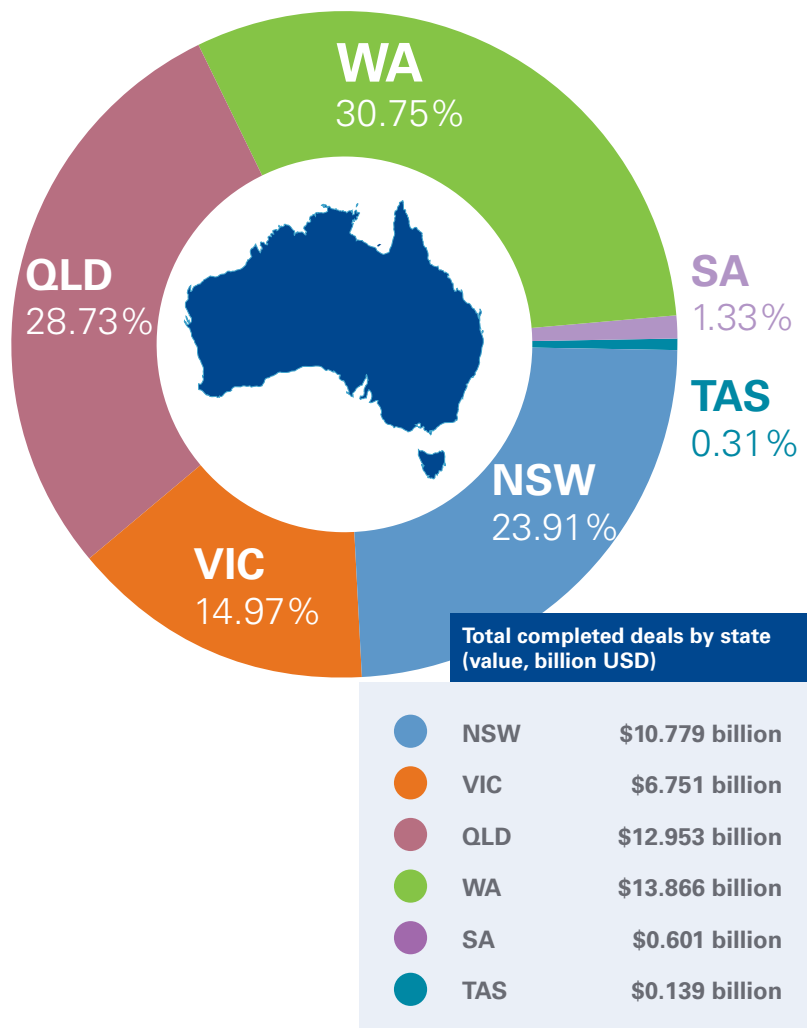
Western Australian (WA) registered firms attracted the highest level of Chinese investment, by transaction value, from September 2006 to June 2012.

More than 30 percent of the total Chinese investment in Australia during that period — or around USD 13.9 billion — was absorbed by WA, followed by Queensland (QLD) with USD 12.95 billion and New South Wales (NSW) with USD 10.8 billion. Companies registered in these three states accounted for over 80 percent of China's investment.

Investment diversity has been greatest in NSW. While more than 70 percent of China's investment volume (USD 7.6 billion) was directed into mining, oil and gas— investment also occurred in real estate, agriculture, architecture, renewable energy and other sectors.

Victoria's (VIC) engagement with Chinese companies was also relatively diverse: although 81 percent of the investment volume (USD 5.47 billion) was channelled into mining, oil and gas, sectors such as logistics and finance also attracted investment.

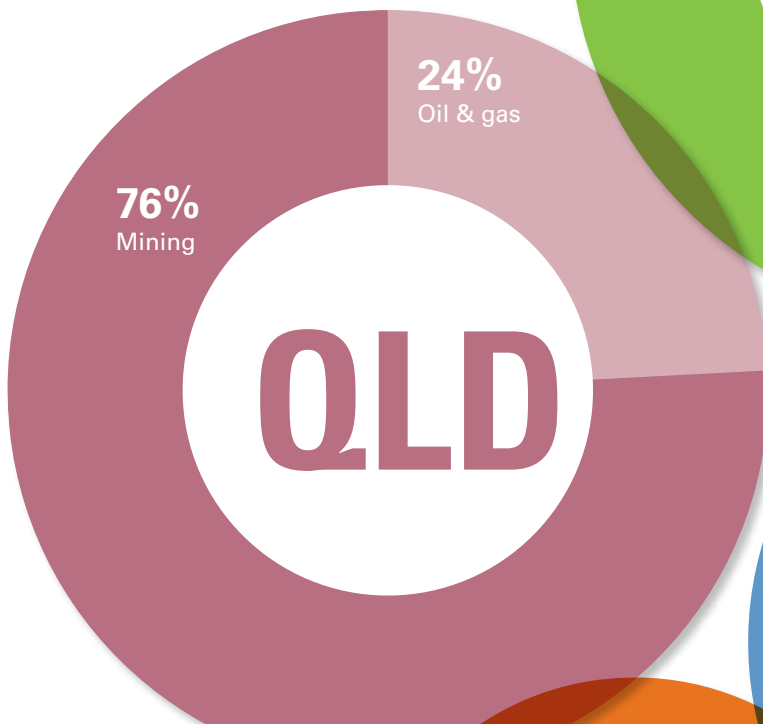
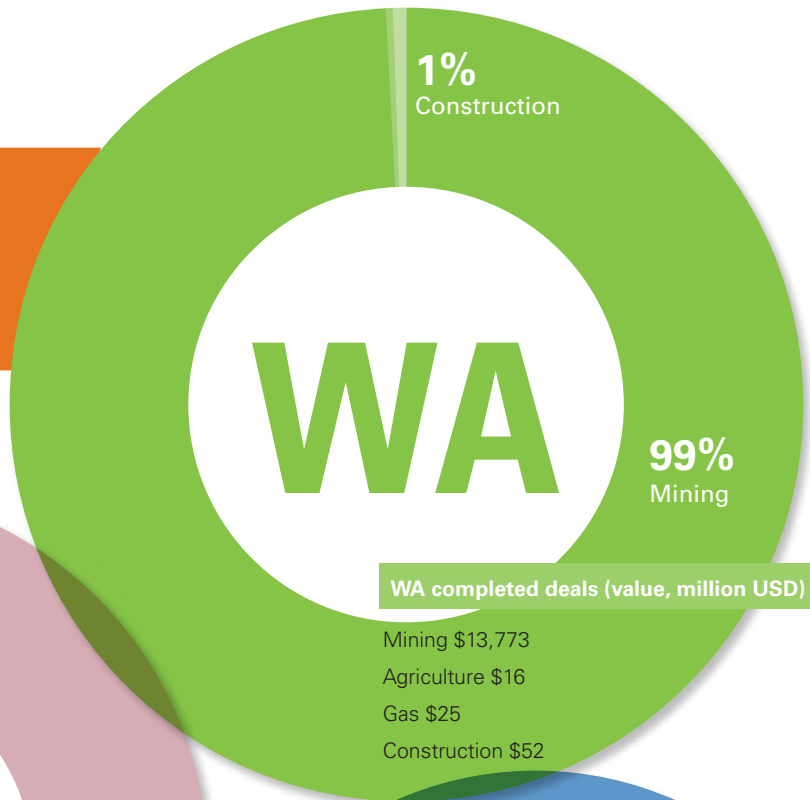
Investment in WA and QLD is highly concentrated in mining and energy industries, which have commanded around 99 percent of China's investment volume in the two states.



Investment diversity has been greatest in NSW, followed by Victoria.

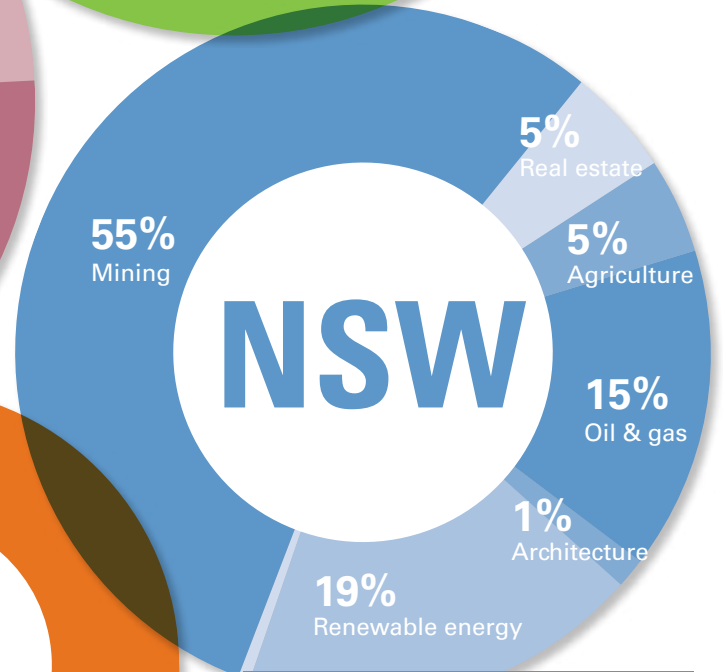
Note: deals are categorised by target company's registered office
 Source: KPMG/The University of Sydney database

Total completed deals by state and industry



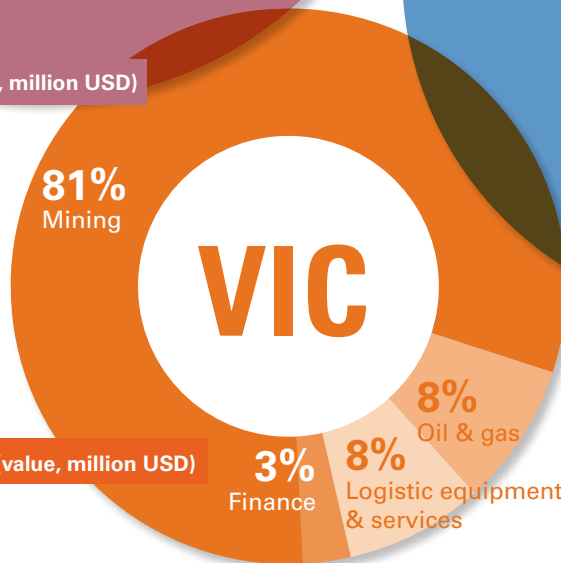
QLD completed deals (value, million USD)

Mining \$9,828
Oil and gas \$3,126



NSW completed deals (value, million USD)

Mining \$5,957
Real estate \$514
Agriculture \$500
Oil and gas \$1,600
Architecture \$147
Renewable energy \$2,030
Others \$30



VIC completed deals (value, million USD)

Mining \$5,469
Oil and gas \$556
Logistic equipment & services \$546
Finance \$180



100%
Mining

TAS completed deals (value, million USD)

Mining \$600
Others \$1

TAS

64%
Renewable energy



36%
Agriculture

TAS completed deals (value, million USD)

Agriculture \$51
Renewable energy \$89



SOEs are a powerful force in China's offshore investment push. By the end of 2010, SOEs held 2.66 trillion yuan (USD 420 billion) in assets outside mainland China, up 50 percent from 2009. By November 2011, total profit from overseas operations for the year reached 128 billion yuan (USD 20.3 billion), growing by 28 percent over the same period of the year before¹¹. In 2010, China's total ODI flow reached USD 68.81 billion or 5.2 percent of the total ODI flow worldwide - and over 70 percent of this outbound investment was made by SOEs, according to China's official statistics.

Demystifying state-owned investments: initial views

A more sophisticated understanding of Chinese SOE ownership would be helpful for foreign investment review considerations and government policies given that an overwhelming proportion of China's investment in Australia is made by enterprises with varying degrees of Chinese state ownership. In particular, questions persist about the role the Chinese state plays in the internationalisation process of SOEs and whether their overseas investment patterns and operating behaviours differ from non-SOEs.

SOEs are commonly thought to be driven and subsidised by the Chinese Government to expand abroad, with political goals. This perception is reflected in the different approach to SOEs by the Foreign Investment Review Board (FIRB) in Australia, as well as authorities in other countries such as the United States' Committee on Foreign Investment and the Canadian Government's SOE guidelines in the *Investment Canada Act*.

However, it is less commonly acknowledged that Chinese SOEs abroad have shown strong commercial motivations, similar to those of multinational corporations from developed countries operating in foreign markets. SOE reforms in China have been carried out over the last two decades, aiming to transform them into entities that are viable in a global market economy. Studies have shown that SOEs typically invest and operate not as agents of the state but like any other commercial firm¹².

Accordingly, the number of external parties involved in their investment decisions and processes has ballooned to encompass domestic and international service firms and consultants, foreign investment promotion agencies, a large array of corporate foreign partners and financing partners such as commercial banks, private equity firms and government-backed funds.

In our analysis of SOE investment in Australia, we have utilised our dataset to generate some preliminary insights on how the level of state ownership in SOEs affects the choice of investment entry mode, specifically, the level of shareholding of Chinese SOEs in Australian target companies. We examine the ownership activity of the 11 largest Chinese investors who account for 80 percent of Chinese investment stock in Australia¹³.

There are three key preliminary observations:

1. Chinese direct investment in Australia is dominated by relatively few, very large projects funded by China's central state-owned sector. Of the 11 major Chinese investors in Australia, only two are local SOEs — from Shanghai and Shandong. The remainder are long-established central SOEs with a considerable track record of international activities. This concentration of established SOEs in a small number of projects sets Australia apart from other international investment locations for China.

Experiences in the USA and Europe show that with growing diversification of Chinese ODI, Chinese investors can become positive contributors to domestic job creation¹⁴.

2. The variety of entry strategies used by large Chinese SOEs is also notable. This gives rise to the preliminary conclusion that Australia can be considered a safe and stable investment environment in which large SOEs may rapidly gain experience by developing entry strategies and operations for mature market economies, and learn to adapt their investment structures according to sectors and target companies.

Strategies may comprise different forms, ranging from pure offtake to joint ventures, strategic alliances, creeping acquisitions and control.

3. SOEs abroad are behaving more like international corporations. While we recognise there are some fundamental differences between SOEs and other foreign corporate investors, SOEs operating away from home are also behaving in a fundamentally similar manner to many international companies. For example, they are interested in making capital investments to secure high quality, stable supplies of natural resources, acquiring companies to secure technology and new brands, exporting Chinese brands and accessing new markets. Increasingly, they are recognising the importance of having strong local Australian partners, employees and stakeholder relations. SOE senior management are also assessed based on financial/shareholder returns.

11 KPMG Global China Practice

12 For example, Peterson Institute for International Economics (2012), *Chinese Investment in Latin American Resources: the Good, the Bad, and the Ugly*

13 Total accumulated Chinese ODI

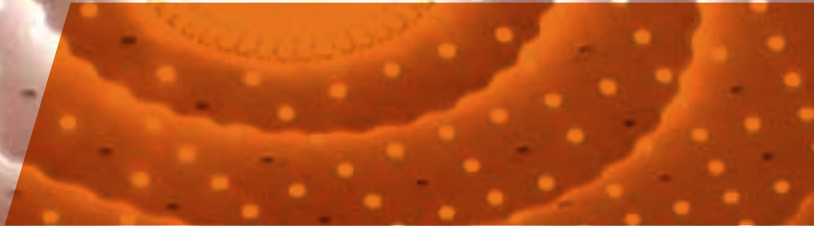
14 Rhodium Group (2011, 2012) on the US and Europe

State ownership in the 11 SOEs and their Australian projects

Company name	Level of state ownership	Other owners	Managing owner	Listed	Australian projects			
					Name	Date	Equity	Comments
Sinopec Corp.	75.84	19.35% + 4.81%	Sinopec Group (100% SASAC)	HK, NY, London, Shanghai	Australia Pacific LNG	2011	15%	
					AED Oil	2012	25%	
Minmetals Resource Ltd	71.56%	28.44%	China Minmetals Corp. (100% SASAC)	HK	Havilah Resources	2008	60%	
					Anvil Mining Ltd	2011	<5%	
					OZ minerals Ltd	2009		
Yanzhou Coal Mining Company (Yancoal Australia)	52.86%	47.14%	Yankuang Group (Shandong SASAC 100%)	HK, NY Shanghai,	Felix Resources	2010	100%	
					Syntech Resources	2011	100%	
					Gloucester	2012	78%	
China Merchants Group	100%	0%	China Merchants Group (SASAC 100%)	n.a.	Loscam Ltd	2010	<100%	
PetroChina Company Ltd	86.5%	13.5%	China National Petroleum Corp. (100% SASAC)	HK, NY, Shanghai	Arrow Energy	2010	100%	50% Shell joint venture
Shanghai Tangjiu Group	100%	0%	Bright Food Group (100% Shanghai SASAC)	n.a.	Manassen Foods Group	2011	75%	
Taurus	100%	0%	Guangdong Nuclear Power Group (100% SASAC)	n.a.	Extract Resources	2012	91.34%	
						2012	100%	
Sinosteel Corp.	100%	0%	Sinosteel Corp. (100% SASAC)	n.a.	Midwest Corp.	2008	100%	
China Metallurgical Corporation Mining Pty, China Metallurgical Corporation Holding Pty Ltd	64.18%	35.82%	Metallurgical Group Corp. (100% SASAC)	HK, Shanghai	Western Australia SINO Iron Ore Project			CITIC Pacific as partner
Chinalco (Shinning Prospect Pte. Ltd)	100%	0%	Chinalco (100% SASAC)	n.a.	Rio Tinto	2008	9.3%	
						2009	9.8%	
China Datang Corp Renewable Power Co	88.4%	11.6%	China Datang Corp. (100% SASAC)	HK	CBD Energy Ltd	2011	63.75%	Baoding Tianwei as partner (12.5%)

China National Conference Hall in Beijing.





The National People's Congress, held in the Great Hall of the People, Beijing.

China's new regulations for outbound investment

Major Chinese companies generally operate within a framework established by China's State-owned Assets Supervision and Administration Commission (SASAC). In April 2012, SASAC issued a directive that appeared to some observers to enforce new restrictions on the expansion of Chinese SOE investment abroad.

This interpretation is incorrect — the aim of the recent ODI regulations is to achieve a better sustainability of ODI projects over the long-term, rather than to reduce capital outflows from China. Similar new regulations have also been issued for domestic investments.

According to the new regulations, centrally controlled SOEs planning to invest overseas in areas outside their core businesses will be required to lodge details of their investment and financing sources with SASAC and obtain approval before the actual investment is made. The regulations took effect in May 2012. In addition, the enterprises must also register with SASAC before making major investments in their core businesses. SASAC has issued similar policies in past years that define the regulatory regime for overseas investments by centrally-controlled SOEs, including post-investment governance.

Such policies are attempts by SASAC to control risks surrounding SOEs' investments abroad. Past negative experiences have informed the process including high profile cases in which investments made by SOEs suffered huge losses due to imprudent business decisions, risk management, lack of experience, and sometimes, adverse business conditions. The new regulations should be regarded as the latest effort by SASAC to ensure rational investment abroad. They do not represent any substantial policy changes by the Chinese Government to outbound direct investment. The new rules should help regulate Chinese SOEs' overseas investments and contribute to a more sustainable overseas investment effort for all Chinese enterprises in the long run¹⁵.

Our future

Australia should enjoy a very long and fruitful economic relationship with China. China has enormous needs for energy, building materials, food, environmental protection, specific technology, and healthcare and Chinese companies have a strong desire to access new markets for growth.

Managing concerns and perceptions about Chinese investment in Australia requires better data and sophisticated analysis on the nature of investment flows, investors' motivations, strategies and ownership structures, how investment decisions are controlled and where investment is being channelled.

The strong presence of Chinese SOE investors in the Australian energy and resources sector is an advantage in that it signals long-term commitment to industries which rely on international investment.

Chinese long-term commitment to this core sector and the confidence building that comes with involvement in local infrastructure create potential for spill-over effects into other industries.

More comprehensive information should contribute to a better understanding of China's outbound investment drive and its potential for diversification. Policymakers, regulators and the public need information to allay some concerns and allow Australia and China to work together optimally on the opportunities presented by China's increasing business expansion.



Notes:

KPMG/The University of Sydney dataset and research methodology

The original dataset was compiled by a joint KPMG-University of Sydney team and covers investment into Australia made by entities from the People's Republic of China, through mergers and acquisitions, joint ventures, and greenfield projects. The dataset also aims to track down Chinese investment facilitated by subsidiaries or special purpose vehicles based in Hong Kong, Singapore or any other third countries. The data, however, does not include portfolio investment, such as the purchase of stocks and bonds, which does not result in foreign management, ownership, or legal control. In addition, deals with completed values under USD 5 million are excluded from our analysis because these deals lack consistently detailed information on the actual investment arrangements, and the acquirer company and target company are usually difficult to identify.

KPMG and the University of Sydney China Studies Centre have formed a strategic relationship to publish research and insights on doing business with China. The first product of the relationship was *Australia & China: Future Partnerships 2011*, published in September 2011. In November 2011 we published *The Growing Tide: China's outbound direct investment in Australia*. We hope you enjoyed this further investment update.



KPMG's China Practice

KPMG's Global China Practice is a network of 50 countries providing high quality, consistent services to China inbound and outbound investors globally. This represents a long-term commitment and sustainable advantage to KPMG and our clients.

In Australia, KPMG's dedicated China Practice acts as a priority gateway advising on inbound and outbound investment transactions between Australia and China. We assist our clients to develop truly regional strategies to help mitigate risk, improve performance, create value and most importantly capitalise and realise the business and investment opportunities arising from China's growth.

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University of Sydney China Studies Centre

The China Studies Centre was established by the University of Sydney in 2011 as a major initiative of the University's 2011-2015 Strategic Plan. The China Studies Centre represents a commitment by the University to cross-disciplinary research and public education including cooperation with external partners. The Centre's open research architecture facilitates interaction between Australian researchers working on China, Chinese academics and external partners with specific expertise.

The Centre's China Business Development team works on projects concerned with new and changing markets emerging from China's deepening marketisation and privatisation of public services and state monopolies. These projects anticipate new trends and create new knowledge for Australia China cooperation.

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