



# Cooperating with Chinese Private Equity Funds and Strategic Investors

bpifrance

Paris, BPI le Hub December 21<sup>st</sup> 2017



### **About Shanghaivest**

- ▶ *Pioneering* investment banking advisory firm focusing on cross-border capital raising and financial transactions between China/Asia & Europe.
- Trilingual Team set up by veterans in M&A and tech industries
- Presence in Shanghai & Paris
- Building cross-border synergies in :
  - 1. Internet, Technology and manufacturing
  - 2. Cosmetics, Luxury, Retail
  - 3. Healthcare & medical technology
- Clients include SMEs, GPs, and large strategic buyers alike looking for cross-border opportunities (exits, LPs, targets etc)
- ► *Member* of the France China Foundation and several think-tanks







### GPs, LPs and Portfolio companies seek Shanghaivest Expertise and Network in China

► Past and Current Missions with several European and Asian Investment Funds seeking Limited Partners or acquirers in China for their portfolio companies





SOFINIOVA











**Joltcapital** 





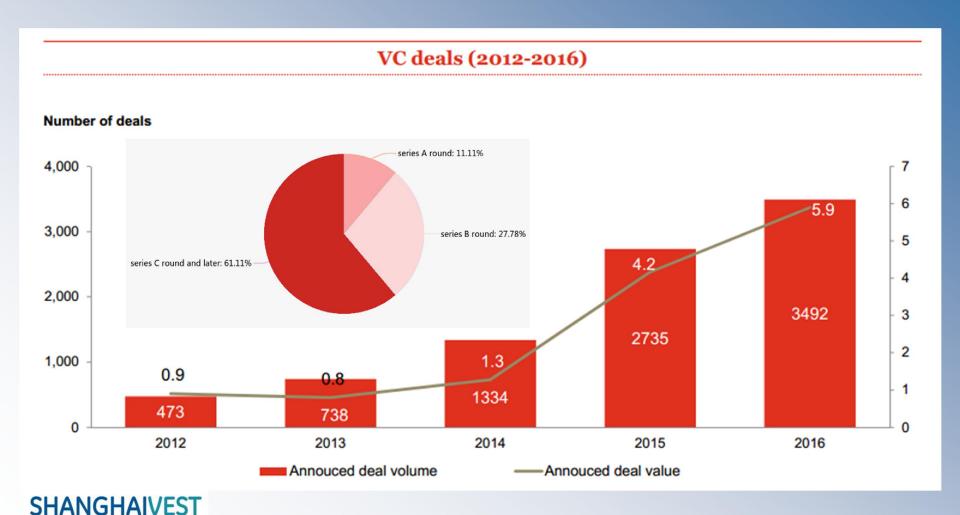
### **China Investment and Fundraising Trends**



#### China: a Market that Cannot Be Overlooked

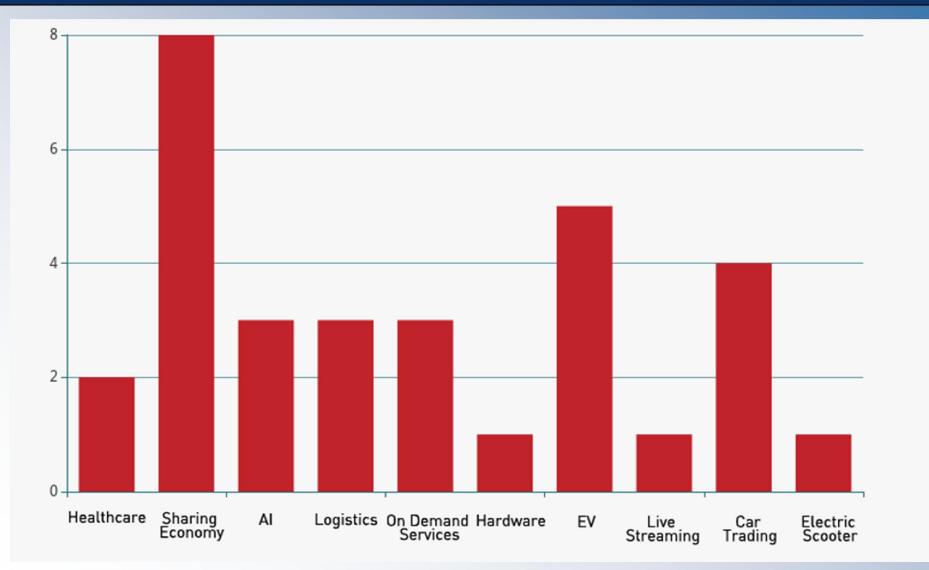
- ▶ 1.4 billion people. #1 economy by GDP. Average growth of 7% in recent years.
- ► A rapidly changing economy creating leapfrogging growth opportunities vs. incremental growth under tight-fisted economic and political stewardship
- New tech fast adoption and critical mass reached:
- ▶ 800 Mil internet users (2018).
- 902 Mil Daily logged wechat users (Sept 2017)
- ► GMV on 2017 Singles' Day (11/11) e-commerce festival: Alibaba-Tmall made RMB 168 Bil (USD 25.3 Bil) and JD.com RMB 127 Bil (USD 19.2 Bil)

### VCs investment activity in China dramatically increased from 2012 to 2016. Growth confirmed in 2017



Sources: Thomson Reuters, China Venture, PWC

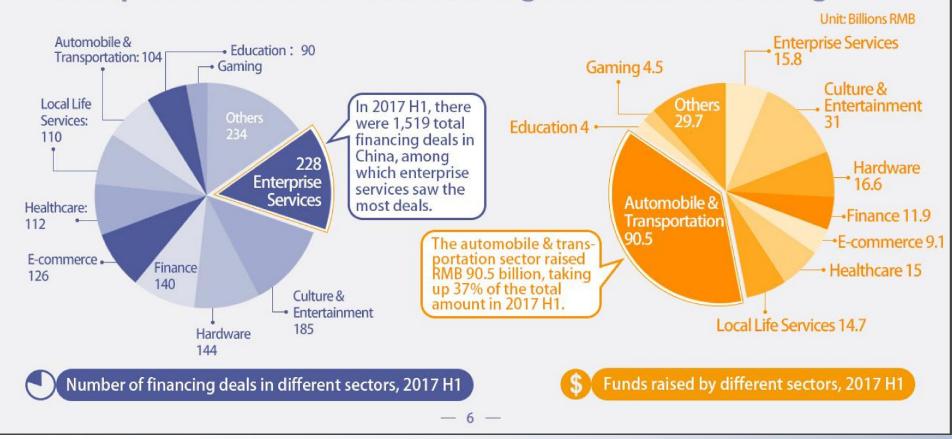
### China's Top 30 VC deals by Industry in 2017



Source: China Money Network

### **Key Sectors for Chinese VCs – H1 2017**

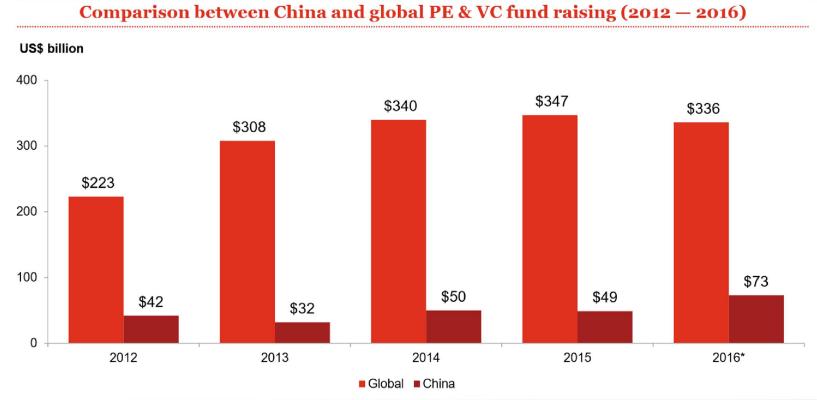
Sectors that are most sought after by VCs: Enterprise services saw the most financing deals while the cars & transportation sector raised the largest amount of funding



Source: China Tech Insights

# China and Global PE& VC Fundraising Trends: less funds raised in China in 2017 as still a lot of dry powder left

- In 2016, China fundraisings increased 49% over 2015
- ► However, 828 funds completed fundraising in the first 11months of 2017, raising an aggregate USD 180 Bil (Cvinfo) USD 243 Bil (Zero2IPO), down from 1,639 funds raising USD 301 Bil in 2016 (same period) (*CVInfo*)



Sources: Thomson Reuters, China Venture, PWC

# China Inc. playing a pivotal role as a the largest private equity investor in the Country

439 Government-backed funds with a capital size of RMB 756.8 Bil were founded in the first three quarters of 2017. State VCs topped USD 336.4 Bil raised by end 2015.

Zero2IPO



### As a result, 95% of VC funds raised in 2017 are RMB funds

"There's been quite a lot of changes over the past decade.

China used to be a predominantly US dollar market. Although dollars is still very active here, it's more RMB than USD now."

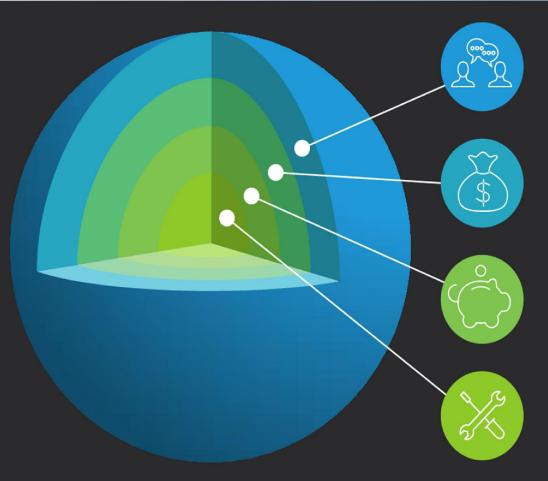
Jeff Chi, Vickers Ventures

A total of 3,418 VC funds were established in the first eleven months of 2017, raising a combined RMB 1.61 trillion funding (\$243 billion), Of the total, a 95% or 3,339 VCs—managing RMB 1.5 trillion worth of capital—are RMB funds, as compared to 79 USD funds which manage the equivalent of RMB 100 billion (15 times less than RMB funds)



Zero2IPO

### But RMB overwhelming the market hurt Returns & create valuation bubbles



#### Raise and spend local currency

Avoid lengthy and uncertain process of regulatory approval to invest and repatriate dollars

#### LPs unlike any others

Often government-linked LPs, putting capital to work not for IRR but in service to national goals and civic one-upsmanship

#### Only One Way Out

Pre-IPO investing in pursuit of valuation arbitrage

"Value Add" Takes On New Meaning
Bureaucratic fixers and bagmen. "Good or bad, our
portfolio companies will rise to the top of the long
China IPO queue. We print and keep the winning
lottery tickets"

Source: China First Capital

### IPOs in China: higher P/Es and less scrutiny...

19 ▼ / 12 ▼ / 2017 ▼

Hong Kong Exchange (20/12/2017)		Shanghai Stock Exchange (19/12/2017 )		Shenzhen Stock Exchange (19/12/2017 )	
Main Board	GEM	A Share	B Share	A Share	B Share
1,790	321	1,386	51	2,073	49
228	24	n.a.	n.a.	n.a.	n.a.
153	6	n.a.	n.a.	n.a.	n.a.
12,615	322	n.a.	n.a.	n.a.	n.a.
HKD 32,711	HKD 273	RMB 32,859	RMB 99	RMB 23,420	RMB 80
n.a.	n.a.	RMB 27,882	RMB 99	RMB 16,660	RMB 79
15.89	35.59	18.06	22.25	36.61	11.23
155,822	1,165	11,604	13	13,014	15
HKD 80,283	HKD 443	RMB 151,961	RMB 88	RMB 183,166	RMB 93
HKD 80,	726	RMB 154,5	513	RMB 183,2	59
	Exchange (20)  Main Board  1,790  228  153  12,615  HKD 32,711  n.a.  15.89  155,822  HKD 80,283	Exchange (20/12/2017 )         Main Board       GEM         1,790       321         228       24         153       6         12,615       322         HKD 32,711       HKD 273         n.a.       n.a.         15.89       35.59         155,822       1,165	Exchange (20/12/2017 )         Exchange (19/2017)           Main Board         GEM         A Share           1,790         321         1,386           228         24         n.a.           153         6         n.a.           12,615         322         n.a.           HKD 32,711         HKD 273         RMB 32,859           n.a.         n.a.         RMB 27,882           15.89         35.59         18.06           HKD 80,283         HKD 443         RMB 151,961	Exchange (20/12/2017 )         Exchange (19/12/2017 )           Main Board         GEM         A Share         B Share           1,790         321         1,386         51           228         24         n.a.         n.a.           153         6         n.a.         n.a.           12,615         322         n.a.         n.a.           HKD 32,711         HKD 273         RMB 32,859         RMB 99           n.a.         n.a.         RMB 27,882         RMB 99           15.89         35.59         18.06         22.25           155,822         1,165         11,604         13           HKD 80,283         HKD 443         RMB 151,961         RMB 88	Exchange (20/12/2017 )         Exchange (19/12/2017 )         Exchange (19/12/2017 )           Main Board         GEM         A Share         B Share         A Share           1,790         321         1,386         51         2,073           228         24         n.a.         n.a.         n.a.           153         6         n.a.         n.a.         n.a.           12,615         322         n.a.         n.a.         n.a.           HKD 32,711         HKD 273         RMB 32,859         RMB 99         RMB 23,420           n.a.         n.a.         RMB 27,882         RMB 99         RMB 16,660           15.89         35.59         18.06         22.25         36.61           155,822         1,165         11,604         13         13,014           HKD 80,283         HKD 443         RMB 151,961         RMB 88         RMB 183,166

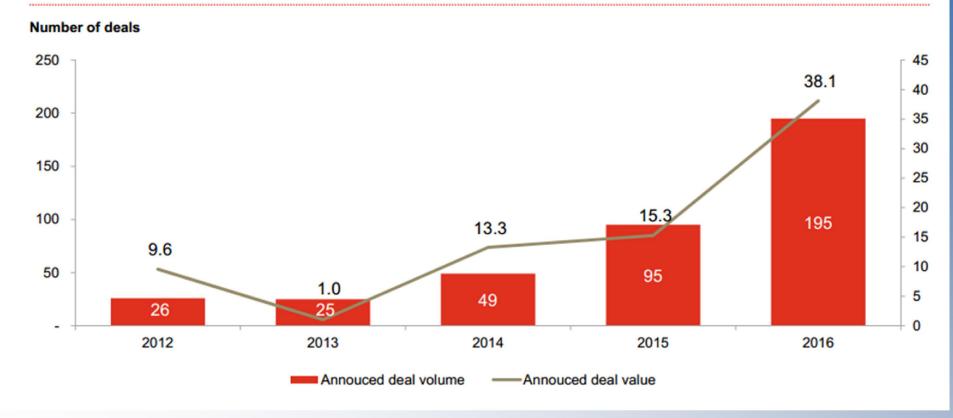
Source: http://www.hkex.com.hk/eng/csm/highlight.htm

# Waves of IPOs in China/Hong Kong & New York, in between take-private & backdoor listings in China

- ► As domestic IPOs re-open, local RMB exchanges regain preference considering higher P/Es (yet, 500 in the traditional IPO queue as of Dec 2017!!).
- ► In past few years, take private of US-listed Chinese companies and back-door relistings in China became common, before a clampdown by China regulator in 2016
- ► Yet, Qihoo 360 gained approval for its backdoor listing in China at RMB 50 Bil expected valuation (Q1'2018).
- In the mean time, Overseas IPOs were hot again in 2017 as sum raised outperform those in local exchanges. Xiaomi preparing for the largest tech IPO with purported \$50 Bil raised, twice larger than Alibaba's in 2014.

# China Outbound M&A and Investment rose sharply till 2016, driven by diversification and capital flight

#### Overseas M&A deals backed by mainland Chinese financial investors





# But 2017 saw sharp Fall of China outbound M&A Deals due to policy tightening (China) & increased Scrutiny (US)



### Some consequences of China policy tightening: Provider of digital engineering services suing HNA over deal collapse

Sections V | CX Flash | Audio | Latest



Sign In | Register | App C

Dec 12, 2017 05:50 PM

**BUSINESS & TECH** 

#### U.S. Acquisition Target Sues HNA Over **Collapsed Sale**

By Yang Ge



#### **RELATED**



#### HNA's \$416 Million Tie-Up With U.S. Satellite Services Provider Crashes -

Acquisitive Chinese investor scraps deal with Global Eagle Entertainment after failing to get clearance from American national security reviewer









### China's 10 Biggest Outbound M&A deals are old school. Real Estate, Sports, Entertainment investment down 2017

Rank	Acquirer	Deal Value (US\$ B)	Target Company	Target Industry	Announced	Status
1	Vanke, Hopu , SMG Eastern, Hillhouse Bank of China	16.1	GLP (Singapore)	Real Estate/Property	Jul	Pending
2	China Investment Corp	13.8	Logicor Europe (υ.κ.)	Real Estate/Property	Jun	Pending
3	COSCO SHIPPING, Shanghai International Port Group	8.4	Orient Overseas (Hong Kong)	Transportation	Jul	Pending
4	Shanghai Energy Fund	8	Rosneft (Russia)	Oil & Gas	Sep	Pending
5	State Grid Corp of China	3.6	CPFL Energia (Brazil)	Utility & Energy	Jan	Complete
6	Yankuang	3.1	Coal & Allied Industries (Australia)	Mining	Jan	Complete
7	Didi Chuxing, SoftBank, Toyota Tsusho, Existing Shareholders	2.5	Grab (Singapore)	Technology	Jul	Pending
8	Bohai Capital	2.3	Hong Kong Aviation Capital (Hong Kong)	Finance	Aug	Complete
9	State Power Investment	2.3	Power Station (Brazil)	Utility & Energy	Sep	Complete
10	Ant Financial	2.0	MoneyGram (U.S.)	Finance	Jan	Pending
Total		62.1				

- Directive issued by the State Council listing real estate, entertainment, sports clubs etc as "restricted" areas for outbound investments
- Investments in real estate down 82% in H1'2017 and culture, sports and entertainment down 82.5% YOY
- U.S. increasing scrutiny of Chinese investments in sensitive industries.
   Lawmakers to limit investment in Al, robotics and aerospace
- US President blocked Canyon Bridge Capital Partners' US\$1.3 Bil acquisition of Lattice Semiconductor
- Ant Financial's plan to acquire MoneyGram for US\$2 billion, (10th largest outbound investment of 2017) officially cancelled by U.S. Committee on Foreign Investment (January 2018).

Sources: Deal Logic, China Money Network

### **Working with Chinese Strategic Investors and Funds**



Diversity of Chinese corporate and institutional investors to work with. Top ones have professionally trained teams





























福瑞股份

















# Chinese Tech and Overseas-driven Corporations behave like full-fledged PE and buy-out funds

Alibaba has invested a total \$21 billion in M&A in the past two years, of which overseas market and O2O are the two top fields in this effort.

Joseph Tsai, Alibaba Vice President (mid-2017)

- China's New Oriental Education Said To Launch \$1.8Bil Funds Targeting Start-Ups, M&A (Dec. 2017)
- ► Total number of Investments from the BAT + Xiaomi/Qihoo (2013-2016): 560!



### Chinese VCs and Corporate Investors create the most Unicorns in the world

- 53% of the world's Unicorns are Chinese (66% of the total Valuation)
- ▶ 102 Firms are worth \$435 Bil
- ► 193 unicorns are globally worth US\$664 Bil in valuation
- Tencent, Alibaba, Baidu have invested or own 22, 13 and 10 Unicorns respectively
- ▶ 13 unicorns worth US\$124.51 Bil are directly affiliated with or controlled by the BAT, taking 29% of the total in terms of valuation

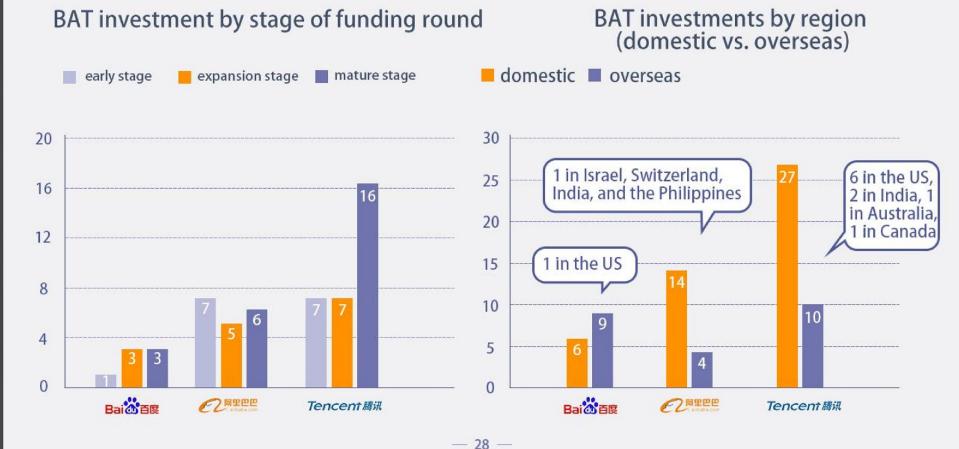
Top 10 VCs Backing China's Unicorn Boom

Investor Name	Unicorn Total	
Sequoia Capital	21	
IDG Capital	15	
Matrix Partners China	11	
Qiming Venture Partners	11	
Temasek Holdings	10	
Yunfeng Capital	10	
CDH Investments	9	
DST Global	9	
GGV Capital	9	
Shunwei Capital	9	



### BAT (Baidu Alibaba Tencent) Outbound M&A and Investment – H1 2017

### BAT investments by round and region



Sources: China Tech Insights

# Chinese Money moving West, fueling cross-border Innovation, driven by risk-takers, which China has plenty



"Start-up fundraising in Silicon Valley wouldn't function without Chinese money. It has changed the landscape."

SHANGHAIVEST 灵石投资

# Chinese PE funds & Corps investing Big Tickets in US companies, but large ticket deals scarce in Europe



# China Corporates' Overseas Expansion is built around Buying Talent, Brand & Technology



# What are Chinese Companies interested in when they go "shopping" overseas?

- Artificial Intelligence, machine learning & Applications
- Autonomous vehicle technology and applications
- Industry 4.0 (Robotics, smart systems, automation etc), IOT
- Renewable Energy, Smart City
- Aerospace
- Fintech and Financial Services
- Healthcare, MedTech and Agri-Tech
- Online Gaming

As well as Education Services, Leisure & tourism services and infrastructures, Entertainment, Sports, Real Estate etc.



# AI (Artificial Intelligence) is China's top investment priority at the moment

The government has recognized AI as its strategic priority. As of June 31st, 2017, Chinese AI companies received RMB 63.5 billion or 33.18% of the world's AI funding. President Xi Jinping has said that China not only tries and aspires to be, but will be a globally AI country by 2020.

**Technode** 



# Cross-Border Investments & cooperation with China: Explored only by a handful of French GPs















??

SHANGHAIVEST 灵石投资

# Cross-border GPs Best Practices: 1. Visionary Leadership with proven investment thesis (and track record)



FR EN 中文

Home

Notre signature

Notre stratégie d'investissement

Nos consultants

Contactez nous



Image: Cathay Capital

### Cross-border GPs Best Practices: 2. Chinese LPs like coinvestment and relationship-building terms

"Chinese LPs usually find it too risky to pay the usual 2 to 3% for management fees to an inexperienced foreign team raising funds to invest in China. As a result, foreign operated private equity funds find themselves cutting back their own fees (1 to 1.5%) in order to secure a capital commitment from Chinese LPs. In some cases, foreign operated GPs have to commit a large amount of GP capital (10-50%!). The end goal for these GPs is to attract future funding from the Chinese LPs in subsequent rounds of fundraising by building up their track record"

Private Equity in China: Challenges and Opportunities Kwek Ping Yong (Ed. Wiley, 2012)

Offering co-investment rights can also be key to securing interest from Chinese LPs, and help them increase IRR

### Cross-border GPs Best Practices: 3. A team with true crosscultural empathy and work experience

▶ Bicultural local teams with empathy and cultural awareness of work differences between China and France. As speed of execution is increasing in deal making in China (especially RMB funds), teams in Europe can feel outrun and out of tune. Need charismatic managers to polish these differences daily

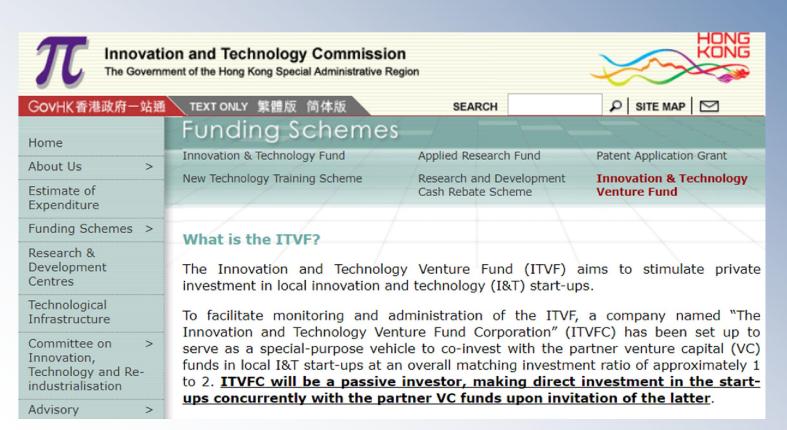


# Cross-border GPs Best Practices: 4. Ubiquity (aka frequent travels / meetings in China and France)



## Cross-border GPs Best Practices: 5. Don't Fall into the expat trap (Hong Kong is great, but not for deal flow)

- Hong Kong is great for fund incorporation, management and dividend repatriations (preferential tax treaties with Mainland)
- But need to be on the ground in China for deal flow and RMB





Cross-border GPs Best Practices: 6. Speak, be visible & find co-investors and LPs at high profile conferences & events



#### 2017 World Internet Conference in Wuzhen.

Left picture: Xiaomi, Tencent, JD, Didi, GSR Ventures, Sequoia Capital, Toutiao, Mobike, Meituan...

Right picture: Netease, Baidu, Sohu CEOs...

Center picture: Alibaba's Jack Ma at a breakfast of the France China Foundation 2014

#### Cross-border GPs Best Practices: 7. RMB & Speed

- Deals happen twice as fast in China as they occur in Europe. Are you ready to be frustrated (at first)?
- Want some of that RMB honey? Be ready to relinquish GP governance to a local team (regulatory)
- RMB-denominated fund management requires additional headcounts, custodians, partners. Can you afford the overhead?
- Local talents are in high demand, be ready for staff turnover if the carry structure is not appropriate (and even so, be ready...)
- Develop a local expertise and specialization (ie Car Tech RMB fund from Cathay Capital 2017)
- Cultivate relationships with strategic co-investors and partners. Since RMB cross-border deals are improbable, local strategic players are your best options for trade sale (if no IPO in sight)



## The UK has been a precursor in terms of China Inbound Investments in Europe, in all sectors including Tech



2015 - Huawei buys Cambridge Internet of Things pioneer Neul for \$25 Mil to strengthen its position in Narrowband IoT (part of future 3GPP cellular standards for connecting low data rate devices that have exceptionally long battery life) consolidate a prized relationship with Vodafone



Beijing Kunlun putting £23 million (\$34 million) into peer-topeer mortgage lending marketplace Lendinvest (2015)



Chinese PR Group BlueFocus Buys London-Based We Are Social (acquired 82.8% for \$30 Mil) in 2013



### Cheetah Mobile gobbling French Marketing and Al startups, MobPartner and News Republic... before Toutiao









#### MobPartner / News Republic purchased by Cheetah Mobile... then Toutiao

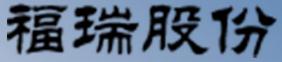
- MobPartner (backed by NewFund) and News Republic (backed by XAnge, Creathor Venture, Intel Capital and business angels) were both acquired by Cheetah Mobile (NYSE: CMCM) in 2015 and 2016 respectively
- Cheetah Mobile is a Chinese leader in mobile gaming and mobile utilities
- Transaction amounts: \$58 Mil and \$57 Mil
- ➤ Toutiao (China's largest Al-powered content platform, \$30 billion USD valuation) is in pre-IPO mode and bought News Republic (news aggregator) from Cheetah Mobile \$86 Mil in 2017

#### MedTech & BioTech: Furui Medical shops in France

#### **Theraclion & Median (France)**

- ➤ Median Medical imagery specialist in oncology and Cancer treatment (Alternext: ALMDT) with EUR 3.9 Mil Revenue 2015, raised EUR 19.6 Mil from Inner Mongolia Furui Medical Science (300049:CH) in 2016. Furui will own 13% of Median
- Furui also acquired 20% of Theraclion (Paris: ALTHE), a specialist in Echotherapy, through share offerings: EUR 1.8M (May 2016) & EUR 5 Mil (August 2016)
- Furui already owns 44.8% of another French medtech, Echosens, heading towards a Hong Kong IPO in 2018









#### Med Tech could mark the next big wave of Investments between France and China in 2018





- Bioxis, a Lyon-based startup on advanced biomaterals for regenerative medicine, raised EUR 4 Mil in Equity and EUR 8 Mil in convertible debt from Juva-Ouhuameike (OHMK (Tianjin) Medical Technology (aka Juva Med)
- ► This followed an initial investment from Juva Med in Bioxis of EUR 2.5 Mil in 2016



## Trade Sale: TCL Communications acquiring Sagem Wireless (from Sofinnova Partners) in 2011





► In 2010, Shanghaivest was approached by French VC Sofinnova Partners to identify buyers and lead the sales process for Sagem Wireless, a French Mobile phone OEM

- We identified TCL Communication (HK: 02618) as the best match. Coincidentally, TCL was in the urge to build its technical R&D capabilities for next gen smartphones.
- ► Early 2011, TCL acquired Sagem Wireless' 500-person R&D Center in Ningbo (Zhejiang province) & key assets in France

## Case Studies of Successful fundraisings of Western-lead Companies in China



#### **APPANNIE (US/China/France)**

App Annie is the largest mobile app intelligence platform in the world

- Spin-off of a Western-owned game outsourcing company in Beijing
- Successfully raised \$1 Mil (IDG VC) in Beijing in 2011
- Raised 4 subsequent round totalling \$157Mil from IDG, Infiniti Ventures, Sequoia Capital, IVP Capital, Greycroft Partners etc. in 5 rounds
- Subsequently relocated to San Francisco; made several acquisitions
- Likely IPO in 2018 or 2019



#### **APPANNIE: fundraising lessons learned in China**

- The first investor is the hardest to get
- Show traction, KPIs etc
- Build relationship with VCs early
- Seek investors already using your product or who learnt about your product from peers
- Better work with investors with international experience or genuinely seeking international expansion
- Seek VCs with stellar reputation, as they will help attract visibility, new talents, customers (beware: attracting sub-par VCs will deter new investors...)
- VCs in China and US have the most experience in scaling services to hundreds of millions of users



# Case Studies of Successful fundraisings of Western-led Companies in China

# VISUALEAD (Israel) Visual QR code technology, sold to Alibaba

- > Had raised series A in Israel
- ➤ Founders decided to relocate to China in 2013 with NO TRACTION at all on the local market
- Failed to raise \$\$\$ from local angel groups (mainly because of high valuation)
- ➤ After a year of negotiations, landed \$5 Mil Series B (Jan 2015)
- Was completely sold to Alibaba in December 2017





## Case Studies of Successful fundraisings and trade sale of Western-led Companies in China

#### GLAMOUR SALES / MEI.COM (France) sold to ALIBABA

Leading Luxury Items Flash sales site

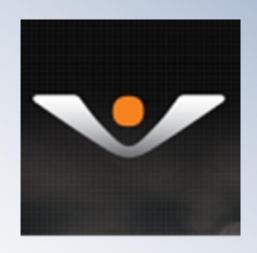
- Created by a team of French executives, formerly from Coach, L'Oreal etc.
- Raised \$13 Mil seed capital from AXA Private Equity & Mandra Capital (2010)
- ➤ Raised several follow on round from Neiman Marcus (\$28 Mil) in 2012 and Chow Tai Fook (\$65 Mil) in 2013
- Partial sellout and last fundraising round with Alibaba July 2015 (\$100 Mil)
- Mei.com now a part of Alibaba







## Case Studies of Successful fundraisings of Western-lead Companies in China



联想控股 LEGEND HOLDINGS 一制造卓越企业— VIRTUOS GAMES (France) invested by Legend Holdings and Xuhui Venture Capital

Outsourcing Shop to major movie and gaming studios

- > Created by a former (French) Ubisoft GM in Shanghai
- Raised Series A with Legend Holdings
- Raised Series B from Xuhui Venture Capital (2014)
- Now more than 500 staff working on the most popular franchises
- ➤ Going full circle and opening an office in Paris in 2017





#### Thank You!

Unit 42218, 42/F CITIC Square 1168 West Nanjing Road 200041 Shanghai (PRC)

Tel: (8621) 5117 5199

Fax: (8621) 5252 4616

contact@shanghaivest.com

bruno.bensaid@shanghaivest.com

WeChat: brubrushanghai

ghislain.demareuil@shanghaivest.com

WeChat: GhislaindeMareuil

www.shanghaivest.com