UNDERSTANDING INVESTMENT OPPORTUNITIES IN CHINESE EQUITIES & FIXED INCOME



CHINA HANDBOOK



BNP PARIBAS ASSET MANAGEMENT The asset manager for a changing world



CONTENTS

| INTRODUCTION | [3] |
|---|-----------------------------------|
| CHINA'S ECONOMIC REBALANCING TOWARDS QUALITY GROWTH China "New Normal" economy Economic rebalancing towards consumption China's Belt and Road Initiative (BRI) | [P4-5] 4 5 |
| CHINA'S "DUAL CIRCULATION" ECONOMIC STRATEGY | [P6-9] |
| THREE STRUCTURAL TRENDS ARE DRIVING LONG-TERM INVESTMENT OPPORTUNITIES IN CHINESE EQUITIES Technology & innovation Consumption upgrading Industry consolidation | [P10-13] 11 12 13 |
| ACCESSING CHINESE MARKETSChina equity marketsChina fixed income markets | [P14-21] 14 17 |
| CHINA'S INCLUSION WITHIN INDICES AND ITS IMPLICATIONS China A-Shares inclusion in the MSCI indices China bonds inclusion in the indices | [P22-24] 22 24 |
| HOW "ALL-CHINA" EQUITIES CAN ENHANCE A GLOBAL EQUITY PORTFOLIO FOR ACTIVE INVESTORS | [P25-29] |
| HOW CHINA ONSHORE FIXED INCOME MARKETS CAN BECOME A DOMINANT SOURCE OF ALPHA FOR ACTIVE INVESTORS | [P30-31] |
| WHERE ARE THE RISKS? | [P32] |
| ABOUT BNP PARIBAS ASSET MANAGEMENT ASIA LIMITED | [P33] |
| ABOUT THE AUTHORS | [P34-35] |

INTRODUCTION

China's economic development is a unique success story. With 1.4 billion inhabitants and a GDP growth of USD 14.3 trillion in 2019¹, Chinese equity markets have lagged behind the spectacular growth of the economy, given the large discrepancy between China's share of the global economy and that of investors' equity allocations. In our view, it is inevitable that this margin will close as China continues to open up its capital markets to foreign investment.

BNP Paribas Asset Management (BNPP AM) believes there is a profound investment opportunity in Chinese markets driven by: 1) The gradual acceptance of China equities / fixed income in institutional investors' portfolios;

2) The changing nature of China's economic structure, prompting the emergence of Chinese companies becoming recognised on the global stage.

In this document, we will discuss the developments in both China equities and China fixed income markets that make us believe that the best way for a long-term investor to gain exposure to the modernisation of China's economy is the following - take a long-term investment view on a number of Chinese companies which we anticipate should be future winners in their industries.

The investment opportunities in China today are too big to ignore, but the Chinese markets require local expertise to navigate its waters successfully. While a purely passive approach has limitations, we believe that exposure to the China market could benefit an investor's portfolio over the long term, by enhancing the risk-return profiles of their global portfolios.

Here is a snapshot of some key indicators

| 1.4 Billion | | China has the largest population in the world. | USD 12+ Trillion | | China onshore rates and credit bond, making China the 3rd largest world's bond market, behind the US and Japan. |
|---------------------|---|--|---------------------|---|---|
| 6.1% | | China's GDP growth in 2019 (vs. 6.6% year-on-year [YOY] in 2018). | 85% | | What China's bond market represents out of the country's GDP (low relative to most developed markets). |
| USD 13+ Trillion | | Market capitalisation of the Chinese equity markets (both China onshore and offshore markets). | 64.5% | | Internet penetration rate in 2020 (vs. 22.6% in 2008). |
| 16.2% | Þ | At 100% inclusion, China A-shares are expected to make up 16.2% of the MSCI Emerging Market Index (vs. 3.33 in 2019). | 33% | • | Mainland Chinese consumers in the global luxury market in 2018. ² |

CHINA'S ECONOMIC REBALANCING TOWARDS QUALITY GROWTH

CHINA "NEW NORMAL" ECONOMY

After high-speed economic growth in the past three decades, the Chinese government has embraced slower economic growth, referring to it as the 'new normal', which not only aims at quantitative but also qualitative and sustainable growth.

China's GDP growth in 2019 was 6.1%, in line with the government's initial target between 6%-6.5% growth but slightly lower than the 6.6% growth in 2018.

The government aims at putting China's growth on a more sustainable path than before. The government's revised growth target reflects the economic rebalancing and the increasing focus on the quality of growth, while still maintaining the objective of achieving a 'moderately prosperous society' by 2020.

Beijing acknowledges the need for China to embrace a new growth model less reliant on fixed investments and exporting. The objective is for more economic growth to come from private consumption, services and innovation. This also implies structural reforms that China will have to undergo to address challenges arising from the past high-speed growth. The new economy transformation focuses on:

- 1) Supply-side and mixed ownership reform;
- 2) Investment to consumption growth model;
- 3) Industrial upgrade "Made In China 2025";
- New sectors (Green, Technology, Media and Telecom, Healthcare);
- 5) "Chinese Inc. going global", Belt and Road Initiative (BRI).

Despite its transition to slower economic growth, China continues to be the largest contributor to world growth since the global financial crisis of 2008.

Exhibit 1: China is set to overtake the US economy by 2030 (Gross domestic product at market exchange rates)

| 2017 | 2018 | 2022 estimates | 2032 estimates |
|---------|---------|----------------|----------------|
| US | US | US | China |
| China | China | China | US |
| Japan | Japan | Japan | India |
| Germany | Germany | Germany | Japan |
| France | UK | India | Germany |

Source: Bloomberg, Centre for Economics and Business Research, as of 2019.

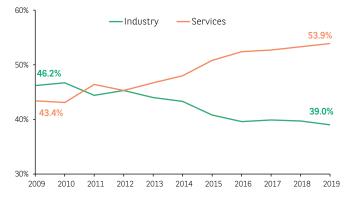
ECONOMIC REBALANCING TOWARDS CONSUMPTION

Slowing growth implies lower corporate profits and greater pressure to improve efficiency. Against this backdrop, the rebalancing of the economy towards consumption is crucial.

In 2019, the value added of the tertiary industry accounted for 53.9% of the total GDP, rising by 0.6 percentage point YoY. Service sector grew even faster with modern service industries gaining momentum. The Index of Services Production increased by 6.9% YoY faster than that of the tertiary industry (Exhibit 2). The role of consumption as the major impetus for the economic growth was further consolidated.

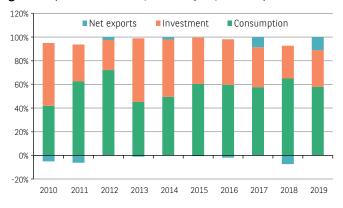
China had switched from export-led to domestic-led growth since the Great Financial Crisis. Within the domestic sector, total consumption contributed to over 75% of GDP growth vs. 45% in 2010 (Exhibit 3).

Exhibit 2: The services sector now represents more than half of China's GDP



Source: Statista, World Development Indicators database, as of Feburary 2020.

Exhibit 3: Consumption now leads China's economic growth (China's GDP components by expenditure)



Source: Wind, UBS, CEIC data, as of 2020.

With growth slowing only gradually, progress has been made, helped by the fact that China's consumption is supported by stable income growth (Exhibit 4). The wage share of GDP continues to go up, reversing the two-decade declining trend. Such a recovery is also in sharp contrast with the OECD countries where on average the wage share has been flat for several years. Besides, overseas spending by China has increased in recent years as more people joined the ranks of the middle class. Today, China accounts for over 20% of global outbound tourism (Exhibit 4), which is twice as much as that of the US.

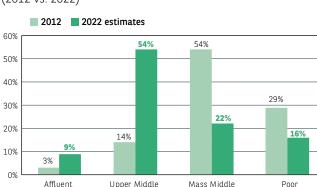


Exhibit 4: China's expanding middle class (2012 vs. 2022)

Affluent

(> USD 34k)

Source: McKinsey Quarterly, 2013, BNPP AM, as of December 2017. Note that data are annual income.

(USD 9-16k)

(USD 16-34k)

Poor

(<USD 9k)

CHINA'S BELT AND ROAD INITIATIVE (BRI)

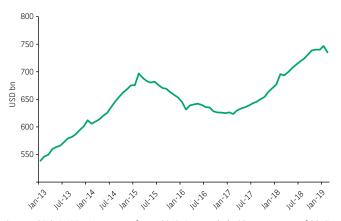
The Belt and Road Initiative (BRI) is a project connecting China's old economy plagued by excess capacity (steel, coal, construction, heavy industries and engineering) to other low- and middleincome developing countries in Central and Southeast Asia, the Middle East, Africa and Eastern Europe. It is designed to enhance the orderly free flow of trade and the efficient allocation of resources. Over land routes, it includes the Silk Road Economic Belt, and for sea routes, the 21st Century Maritime Silk Road.

Since October 2017, BRI embraces various strategic objectives:

- · Ease China economic transformation by developing new markets for industries in overcapacity while encouraging innovation toward sustainability (Green Belt and Road);
- · Raise the share of RMB in trade, overseas investment, financing by development banks, Chinese policy banks and commercial banks;
- · Reinforce China's role on the geopolitical stage by promoting political cooperation and rallying countries around a common development project.

BRI is a long-term project which will offer various investment opportunities for corporates. At the initial stage, the main focus is on infrastructure, logistics, energy, commodities, and environment. At a later stage, the focus will be on new industries and consumption markets such as technology, media, telecommunications, real estate, consumer goods brought by improved infrastructures. Chinese exports continue to find new markets, as China's exports to BRI countries continued to accelerate, exceeding USD 700 billion as of March 2019 (Exhibit 5).

Exhibit 5: China's exports to BRI countries continued to rise



Source: CEIC, BNPP AM Asia, as of May 2019. Data include 62 countries as of 2017, series in 12-month rolling sum.



CHINA'S "DUAL CIRCULATION" ECONOMIC STRATEGY

BY CHI LO, BNPP AM SENIOR ECONOMIST GREATER CHINA, AS OF 16 SEPTEMBER 2020

- China's "dual circulation" strategy is a move to counter geopolitical hostility by strengthening the domestic sector while still engaging, but reducing reliance on, the external sector to sustain stable growth and resilient investment in the face of strategic competition with the US.
- It reflects China's new worldview of de-globalisation forcing a structural shift in the global supply chains and prompting it to counter de-coupling by industrial upgrading and import substitution. Such an inward policy shift will create disruptions to the global markets.
- This new policy is redolent of China's supply-side reform that started in 2015 and is an evolution of Beijing's reform motto of using the market as a strategic tool for making changes under the guidance of the Party. This has far-reaching implications for investing in China

China's "dual circulation" (DC) policy framework, first announced in the May 2020 Politburo meeting and reiterated in the July meeting, is the latest strategy to counter the global volatilities and sustain domestic growth. It reflects Beijing's new belief that China had entered a new paradigm of increasing global uncertainties and geopolitical hostility that, ironically, would create new opportunities for China as the US global leadership flounders.

THE "DUAL CIRCULATION"

The DC framework has two elements: the "external" and "internal" circulations. The external circulation in China's policy thinking is a paradigm focussing on the US as the global demand hub which is built on globalisation and reflects the US's post-World War global leadership and international cooperation. But this model is failing, in China's view, due to the withdrawal of the US from the global stage.

Exhibit 6: "Dual circulation" in China's new worldview

A new paradigm of regionalism: Asia (led by China), North America (led by the US) and Europe (led by Germany/France), with thriving intra-regional trade but weak inter-regional trade; and China's "internal circulation" driving Asia's growth while also engaging "external circulation" for new growth impetus



This has led China to believe that de-globalisation, leading to economic de-coupling and breaking up of the global supply chains, had become a secular trend that would threaten its long-term stability. Rising geopolitical tensions and exogenous shocks such as Covid-19 have aggravated this global structural change. Hence, it can no longer rely on global integration as a growth driver; it must focus on domestic demand, or the internal circulation, to hedge against external risks.

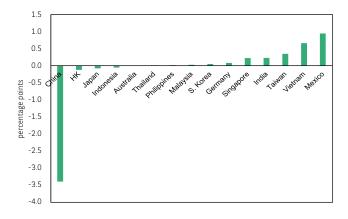
China's new worldview sees itself moving into a new paradigm where the global system would be divided into three main regions, Asia, North America and Europe, with each region led by a super-regional power. This will lead to the rise of regionalism with strong intra-regional economic linkages on the back of deglobalisation with weak inter-regional linkages, in my view. The rest of the world will fit in somewhere among these regions. China also sees its internal circulation sit in the centre of Asia, engaging regional and global capital, financial and technological markets for enhancing domestic growth and driving regional growth, hence, the dual circulation strategy (Exhibit 6).

IMPORT SUBSTITUTION AND SUPPLY-CHAIN STABILISATION

Arguably, the DC policy is Beijing's effort to balance between selfsufficiency and internationalisation to deal with an increasingly volatile world. It strives to engage global forces, including capital and technology, to gain advantages for domestic development while simultaneously boost indigenous capabilities to minimise the impact of global volatility on the domestic system.

However, reducing reliance on the global economy does not reflect a loss in China's competitiveness. It has still gained global export market share, even though it has lost market share in the US due mainly to the trade war (Exhibits 7 and 8). In recent years, China's changing role in global trade has already prompted changes in the global supply-chain structure and reshuffled country winners and losers¹. China's move to reduce reliance on global trade will aggravate this disruptive force.





Sources: CEIC, BNPP AM (Asia), as of September 2020.

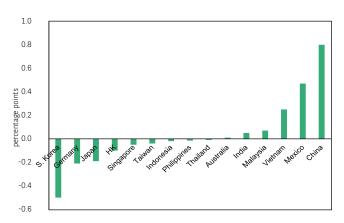


Exhibit 8: Change in global market import shares before and after the trade war (2017-2019)

Sources: HSBC, BNPP AM (Asia), as of September 2020.

The external circulation is not just about China's exports. It also encompasses China's imports. And this is linked to the internal circulation through reducing dependence on certain imports and boosting indigenous capabilities to counter export controls by the US and its allies. In the short-term, the policy efforts are focussed on import substitution, especially in the semiconductor industry that is under increasing US sanction pressure, and redirection of Chinese outbound tourist spending back to China. Crucially, stabilisation of supply chains lies in the heart of the internal circulation. Since China's recovery from Covid-19 in April, Beijing has created a "heads of industry value chains" system to supervise local governments to identify the local firms and technologies critical to the industry value chains and boost their development. The local governments are asked to adopt bespoke policies to finance public investment in these industrial value chains. The investment focusses on technologies in integrated circuits, 5G, electric cars, biomedicine, cloud computing and AI.

In this effort, Beijing has asked the state-owned enterprises (SOEs) to take a leading role. President Xi has placed great importance on the SOEs to play a strategic role in China's long-term economic transformation. He has significantly enhanced the Party's control over the state sector since 2013. In my view, this supply-chain stabilisation effort is an evolution of China's structural reform motto that the market is a strategic tool for making changes under the guidance of the Communist Party. Now that the Party has a tight grip on the SOEs, it can mobilise their resources more easily than ever before, including in implementing Beijing's dual circulation strategy.

CHINA'S SUPPLY SIDE REFORM AND DECOUPLING

The DC policy is reminiscent of China's supply side reform that started in 2015², which most observers dismissed in the beginning as a set of vague and vacuous policy statements³ that would lead to nowhere. But these uninformed views were proven wrong. In the following years, Beijing had shown persistent reform efforts to cut excess industrial capacity (notably in steel and cement, which played a major role in creating bottle-neck supply conditions and sent key commodity prices soaring in between late 2016 and 2017) and de-risk the financial sector aggressively⁴ even at the cost of slowing GDP growth.

To fortify the inner circulation, the DC seeks to bolster the strengths and correct the weaknesses of the domestic economy to improve economic resiliency and self-sufficiency. That means boosting domestic demand while simultaneously finding ways to reduce reliance on external inputs in key areas, notably food, technology and energy. The policy emphasises on import substitution and high-end manufacturing and industrial upgrading to boost domestic growth impetus.

Arguably, the DC was born out of China's new worldview that decoupling, especially from the US, is not a question of if, but of when and how fast. The policy is, in my view, a proactive strategy for preparing for a divorce on China's own terms rather than reactive to what would be imposed on it by external forces.

THE IMPACT

While China does not want a total withdrawal from global economic integration, even a small policy shift away from the external circulation could significantly shock global trade and investment flows due to China's sheer size. So the DC strategy, if successfully implemented, will have far-reaching effects on the global markets. The internal circulation's emphasis on high-end manufacturing and technology implies that China might seek to replicate the German manufacturing model.

Indeed, in recent years, China has been squeezing developed economies' exporters in other markets outside the US and supplying a third of the world's demand for intermediate goods⁵. This suggests that China is posing an increasing challenge to the industrialised economies, with its production scale beginning to disrupt a range of new market segments, as has happened with solar and lithium batteries in recent years⁶.

The strategy of redirecting Chinese consumers' overseas spending (USD250 bn a year just by those outbound Chinese tourists) to the domestic market is clearly positive for domestic retailers. It also implies that preferences of domestic consumers would become more important than foreign consumers in shaping corporate decisions. This makes "investing in China for China" an increasingly important force in affecting FDI decision.

To switch Chinese tourists spending abroad back to China, Beijing has cut import duties for many tourist favorite products to narrow the tax gap, which is a major tourist spending incentive. It has also planned to open up more duty-free stores and duty-free zones, like the Hainan duty-free zone established in June 2020, in China to attract domestic and foreign tourist. The pandemic has enabled China to speed up this expenditure-switching by grinding international travel to a halt. So companies catering for Chinese buyers who previously bought items abroad will benefit. But this will be bad news for companies and other Asian countries whose retail business depends on Chinese tourists.

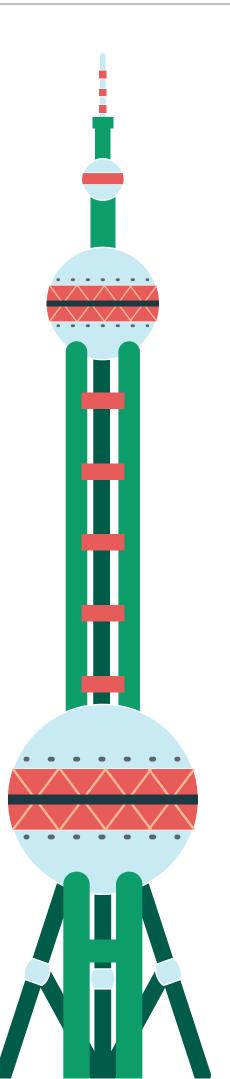
- 2 or example, see Boulter, John (2018), "China's Supply-side Structural Reform", Reserve Bank of Australia Bulletin, December.
- 3 See The Economist (2016), "Reagan's Chinese Echo: The Mystery of Xi Jinping's Supply-side Strategy", January 2.
- 4 A notable example is the sharp fall in the number of P2P lending platforms (many of which are Ponzi games) from its peak of more than 3,800 in 2015 to only 340 in 2019 and 15 in August 2020.
- 5 See reference in footnote 1, and "Chi on China: Global impact of the Covid-19 Shock", 19 February 2020.
- 6 Since 2015, China has been the largest producer and buyer of solar panels. It is number two in producing the most solar energy, just behind Germany and ahead of Japan, Italy and the US. In 2019, of the world's five largest lithium battery producers, China's CATL and BYD were ranked the second and the third, behind Korea's LGChem and ahead of Japan's Panasonic and the US's Tesla.

Experience shows that China's top-down policies mean business. So it would be rewarding to follow the government's lead when investing in China. This also argues for an investment strategy to cut exposure to firms that have high overseas exposure, such as consumer electronics, and increase allocation to companies and sectors that are related to state investment in the priority sectors on the DC policy agenda, such as aerospace, defence and domestic high tech industries.

From a macro perspective, the DC strategy could help China's equities better withstand external market volatility and, thus, attract global investors seeking to diversify returns. As China steps up efforts to substitute imports and strengthen self-sufficiency, domestic brands in technological and financial innovation, industrial consolidation and consumer-upgrading should drive the long-term trend of China's equity market.

Investment implications

Our Greater China Equities team, led by David Choa, sees significant growth opportunities for leading companies in sectors such as healthcare, education, travel and catering. A number of these domestic winners are now emerging as multinational corporates. This will likely only accelerate in the next 5 to 10 years. **More details are provided in the next section.**



THREE STRUCTURAL TRENDS ARE DRIVING LONG-TERM INVESTMENT OPPORTUNITIES IN CHINESE EQUITIES

We believe the following investment opportunities will continue over the next few years as the sectors benefitting from the following three structural trends are positioned for sustainable growth:

- **1. Technology innovation:** China has begun to shift from cheap labour-based manufacturing towards medium to high-end manufacturing. This is further supported by the size of the domestic market, higher R&D spending and a vast talent pool.
- **2. Consumption upgrading:** We see significant growth opportunities for leading companies in sectors such as healthcare, education, travel and catering, and a number of these domestic winners are now emerging as multinational corporates, supported by rising household incomes, low household debt and more diversified consumer profiles and this will likely only accelerate in the next five to 10 years.
- **3. Industry consolidation:** Industry consolidation in China has been occurring in recent years driven by regulatory tightening on new capacities, environmental cost pressures, higher financing costs, upgrading of industrial structure and consumption upgrading. We believe this trend has longer to run in a slowing macroeconomic environment, and the emergence of leading companies in various sub-sectors should provide attractive investment opportunities.

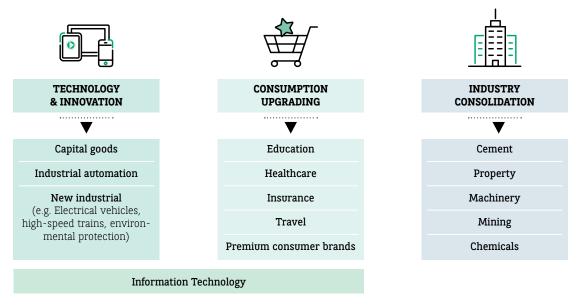


Exhibit 9: Portfolio strategy of BNPP AM Greater China equities team over the long term

Source: BNPP AM, as of September 2020.

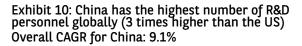
TECHNOLOGY & INNOVATION

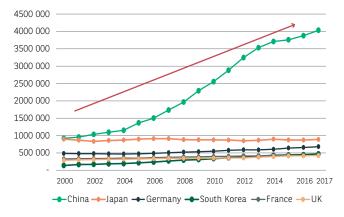
China: From an innovation "sponge" to an innovation leader

China has emerged as a global driving force in innovation and its innovative capabilities are growing faster than is generally acknowledged. The country has evolved from an innovation 'sponge' – absorbing and adapting global technologies and knowledge – to an innovation leader.

Innovation is an imperative for China, as its labour force is no longer growing and the return on fixed asset investment is declining. China is focusing on four areas of innovation⁷:

- 1) **Efficiency-driven:** broad manufacturing ecosystem (suppliers, labour, infrastructure);
- Customer-focused: large domestic market for fast commercialisation;
- Engineering-based: government creates local demand, favours learning;
- 4) Science-based: swiftly increasing, low-cost R&D capacity.





Source: UNESCO UIS, as of 22 October 2019

R&D: Research & Development. CAGR: Compound Annual Growth Rate.

- 7 Source: McKinsey Global Institute, as of October 2015.
- 8 Source: OECD, UBS Research, as of 13 September 2017.
- 9 Source: Goldman Sachs Research, 4 August 2020.
- 10 Source: GLOBE NEWSWIRE, as of May 2020.
- 11 Source: UBS Research, as of 13 September 2017.

Here are some astonishing numbers⁸ corroborating the fact that the common perception of China as a follower needs to change:

- In 2018, China's total R&D expenditure, combining government, business and academic institutions reached USD 550 billion, ranking the second globally and just behind the United States at USD 580 billion. The total growth in China's R&D spending between 2009-2018 was 199% vs. 43% in the United States. In 2016, the government issued a three-stage plan to make China "a global power for technological innovation and a major center for science" by 2050. Specifically, the plan aimed to increase China's R&D spending to 2.5% of its GDP by 2020 and to 2.8% by 2030, from 2.1% in 2015.⁹
- China has become an innovator that has helped to redefine many markets, particularly in the areas of social pastimes, entertainment and advertising. In particular, China has become a strong innovator in consumer electronics and construction equipment. In 2018, China, the world's largest mobile payment market, handled a total of 532 billion mobile payment transactions worth RMB 445.22 trillion. As of March 2020, Alipay is the largest mobile payment platform among global players, serving 1.3 billion annual active users worldwide.¹⁰
- Although China initially grew to become a technology powerhouse by following the path of the US technology industry, it is now home to four of the world's ten largest internet and technology companies – Alibaba, Baidu, Tencent and Xiaomi.
- Despite some current obstacles to innovation (e.g. slow regulatory processes and weak intellectual property protection), China has grown faster than expected. A rapid increase in China's base of engineering talent¹¹, and the continued strength of the government's investment commitment to make engineering-based companies effective innovators in the future should accelerate China's advances in innovation. Since 2000, the number of R&D personnel in China has increased by over 9% every year to over 3.8 million in 2017, which is the world's largest pool of R&D personnel. (Exhibit 10) Today, it is estimated that 2.8 million of science & engineering graduate every year, which represents five times the levels of US graduates. This represents a significant opportunity to invest in Chinese companies driving this trend.

CONSUMPTION UPGRADING

From quantity to quality in consumption upgrading

Robust income growth, a fast-expanding middle class and consumption upgrades are reinforcing strong demand for higher-quality branded products and services. We expect private consumption growth to remain strong, with a gradual shift towards discretionary and services/experience-related consumption, facilitated by a mushrooming e-commerce infrastructure.

Shift in consumption patterns

Faster income growth allows for a quicker steepening of the penetration curve in many categories, as well as a shift in consumption patterns that is occurring in three main ways:

- 1) from staples to discretionary,
- 2) from mass to premium, and
- 3) from goods to services/experience-related purchases.

Overall consumption growth has continued to outpace that of investment growth, indicating further progress on rebalancing China's economy.

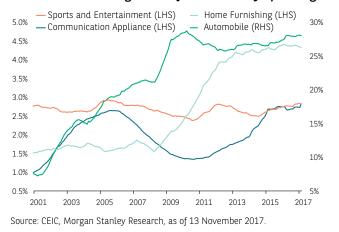


Exhibit 11: The rising share of discretionary spending

E-commerce: better infrastructure, easier credit

Several factors explain the impressive online sales in China:

- **Better infrastructure:** more internet access/smartphones, rapid expansion of e-payments and improving logistics network mean households have better access to e-commerce. Internet penetration in China rose from 34.0% in 2010 to 64.5% in March 2020.
- Financial innovation: consumer credit has become more easily available to younger consumers who tend to be more eager to borrow to spend.

While growth has been impressive, China's total consumption is still one-third that of the US, meaning there is considerable further potential for spending on services and by rural consumers. Services accounted for 68% of US household consumption in 2016, but stand at only 49% in China, where rural populations' spending is lagging. Rural Chinese represent 43% of the total population, but only account for 22% of total household consumption, so boosting both services and rural consumption is crucial.

Our Greater China equities investment team expects private consumption growth in real terms to remain strong. The labour market remains relatively tight and household income growth should continue to improve. Consumption in China should become an increasingly important driver of aggregate growth, presenting significant opportunities to invest in the companies driving this trend.

INDUSTRY CONSOLIDATION

Wave of industry consolidation boosting profits in China

Industry consolidation in China has been occurring in recent years both inside and outside overcapacity sectors, as the country's structural economic rebalancing and government supply-side policies continue.

Consolidation is increasing at an accelerating pace, particularly in the overcapacity sectors such as mining and materials. One example in the overcapacity steel sector was Baoshan Iron & Steel Co.'s acquisition of Wuhan Iron & Steel Co. in 2016, to form the world's second-largest steelmaker after Europe's ArcelorMittal. In 2017, in the cement sector, China National Building Material (CNBM) merged with rival China National Materials (Sinoma) to form the world's largest cement maker and cement plant builder.





Source: Wind, China coal Association, Digital cement, Antaike, Goldman Sachs Global Investment Research, as of 12 Dec. 2018.

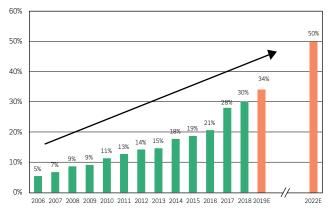


Exhibit 13: Market share of top 10 property developers

Source: Wind, UBS Research, 24 October 2019.

The wave of consolidation is now also washing far beyond China's overcapacity sectors into consumer and services industries. Examples include car dealers, paper producers, Chinese liquor companies, brewers, budget hotels, air conditioning manufacturers, e-commerce and insurance. For instance, China Lodging Group acquired the boutique operator Crystal Orange Hotel Holdings in 2017.

Three principal reasons underpinned the current wave of consolidation:

- 1. Government actions to rein in the risk from rising debt: Moving away from investment-led growth has been one of the factors leading to overcapacity issues. China's materials sectors have been the areas most affected by debt and excess capacity. Beijing is making notable efforts to remove excess capacity in the coal and steel sectors through supply-side reforms initiatives. Consolidation can help companies boost their earnings, regain their pricing power and reduce their debt-servicing burdens.
- 2. More stringent environmental protection rules: Strengthening environmental protection measures have also caused closures / exits of a large number of firms in environmentally-sensitive industries.
- 3. With China's economic rebalancing, technology advances have made market leaders increasingly dominant in knowledge-intensive industries. Clear policy measures to encourage R&D, innovation and promote advanced manufacturing, tend to favour industry leaders that have already acquired a large market share given their existing technological advantages.

This consolidation trend is in line with the government focus to move from quantity of growth to quality of growth. One sideeffect of consolidation could be an ongoing slowing in fixedasset investment, but that may prove a short-term setback on the road toward longer-term economic benefit.

ACCESSING CHINESE MARKETS

CHINA EQUITY MARKETS

The process of accessing the Chinese equities market remains complex and unclear. It is critical to understand the accessibility constraints so as to make an informed decision when evaluating a potential investment in Chinese equities.

China: one of the world's largest equity markets

The Shanghai and Shenzhen Stock Exchanges opened in December 1990 as part of Chairman Deng Xiaoping's 'Reform and Open Up' initiatives. At the opening, the markets were small, listing only eight names with a market capitalisation of about USD 500 million. Today, about 3800 companies are on these two Chinese exchanges, with a total market capitalisation of USD 10 trillion (as of 14 October 2020). Adding the Hong Kong Stock Exchange, the three exchanges tend to be grouped in the 'Greater China' category, and its total market capitalisation exceeds USD 15 trillion.

Navigating share classes

While there is no restriction in investing in the Chinese offshore equities market (e.g. Hong Kong, American Depositary Receipts (ADRs), Taiwan, Singapore), gaining access to the China A-shares market has historically not been so straightforward.

In the past, Chinese regulators restricted foreigners' access to Mainland equity markets. Before 2002, foreign investors simply could not buy China A-shares.

In recent years, we have seen continuous efforts by China's regulators to liberalise the domestic equity market, as illustrated below:

- 2002: introduction of the QFII programme.
- 2011: introduction of the Renminbi QFII (RQFII) scheme For both QFII and RQFII, licensed institutions are now able to apply for a quota, and when granted, can invest in China A-shares up to a pre-determined limit. These schemes have strict quota limitation as well as lock-up and repatriation restrictions, which is relatively uncommon in developed markets.
- 2019: The QFII quota doubled to USD 300 billion in the first QFII quota expansion since 2013.
- September 2019: China removed the QFII quota, which is seen as a milestone for Chinese financial markets, underscoring the commitment to opening the market. Note that, as of August 2019, foreign investors have only used USD 111 billion of the USD 300 billion quota (which was doubled in 2019).

Some constraints still remain to invest through QFII/RQFII:

- January 2019: The QFII quota doubled to USD 300 billion in the first QFII quota expansion since 2013.
- After the QFII quota removal, foreign investors will only need CSRC license for direct China market access.

| | SHARE CLASS | INCORPORATION OF COMPANY | EXCHANGE TRADED | QUOTED CURRENCY | ACCESSIBILITY | |
|-------------------|-------------|----------------------------|---|--------------------|---|--|
| CHINA ONSHORE | A Shares | Mainland China | Shanghai Stock Exchange (SSE) Shenzhen Stock Exchange (SZSE) | CNY | Available to non-Chinese investors via the Stock Connect program. Registered foreign investors at CSRC are allowed to freely invest in China capital market. | |
| | B Shares | Mainland China | SSE SZSE | USD HKD | All investors may access; highly illiquid | |
| | H Shares | Mainland China | Hong Kong Stock Exchange (HKEX) | HKD | | |
| | N Shares | Off-shore | NYSE NASDAQ | USD | | |
| China Offshore | P Chips | Off-shore, non-state owned | Hong Kong Stock Exchange (HKEX) | HKD | All investors | |
| | Red Chips | Off-shore, state owned | Hong Kong Stock Exchange (HKEX) | HKD | | |
| | S Chips | Off-shore, non-state owned | Singapore Exchange | SGD | | |

Exhibit 14: Chinese alphabet of share classes

Source: Wind, FactSet, BNPP AM, as of 30 September 2020.

QFII: Qualified Foreign Institutional Investor. RQFII: RMB Qualified Foreign Institutional Investor.

- A trading account is set up
- After an injection of capital, a local broker can be designated

The gradual loosening of these controls resulted in the creation of multiple share classes which offer different privileges, depending on where the investor purchases the stock, where the listed company is incorporated, and the currency in which the stock is denominated.

Facilitating access through stock connect

For institutional investors, the big change occurred in November 2014 with the introduction of the Shanghai-Hong Kong Stock Connect scheme, followed in December 2016 by Shenzhen-Hong Kong Stock Connect. This unique collaboration offers international and Mainland Chinese investors the opportunity to trade securities in each other's markets through the trading and clearing facilities of their home exchange. Consequently, this allows international investors direct access to Chinese stocks. These market access schemes mark critical milestones in the opening up of China's equity markets and the internationalisation of the Renminbi.

Exhibit 15: Three main channels to access to Chinese onshore equity markets

| CHINA ONSHORE EQUITIES | | | | |
|---|--|---|--|--|
| | STOCK CONNECT | RQFII | QFII | |
| START DATE | Nov 2014: Shanghai-HK Connect Dec 2016: Shenzhen-HK Connect | 2002: QFII (Qualified Foreign Institutional Investor) | 2011: RQFII (Renminbi QFII) | |
| QUOTA SIZE | No aggregate quota, but subject to a Daily quota limit (Northbound: RMB 52 bn for Shanghai and Shenzhen Connect, respectively) | No quota limit (since Sep 2019) | No quota limit (since Sep 2019) | |
| ELIGIBLE INVESTOR | All investors All Hong Kong and Overseas investors (Northbound) Eligibility restrictions apply to Mainland Chinese investors (Southbound) | 1 - Register | ed investors • with CSRC to get QFII license • with SAFE to apply quota | |
| OUOTA | No allocation requirement | QFII / RQFII investors can invest directly after application | | |
| ALLOCATION | A Single foreign investor's shareholding in a listed company is not allowed to exceed 10% of the company's total issued shares, while all foreign investors' shareholding in A shares or onshore-listed shares of a company is not allowed to exceed 30% of its total issued shares. | | | |
| PRINCIPAL LOCKUP | No requirement T+0 DVP* available for funds on sell | No requ | irement | |
| REPATRIATION SIZE RESTRIC- TION FOR ALL ACCOUNTS | No restriction T+0 DVP* on sell arranged by SPSA brokers | No requirement | | |
| ELIGIBLE INVESTMENT | 581 SSE-listed stocks 802 SZSE-listed stocks (9 Oct 2020) | All securities listed on Shanghai (SSE) & Shenzhen (SZSE) Stock Exchanges | | |
| CURRENCY | CNH (Offshore RMB) or foreign currencies | CNY (Onshore RMB) | CNH (Offshore RMB) | |

* T+0 settlement, Delivery Versus Payment

Source: HKEX, PBOC, SAFE, CSRC, BNPP AM, Bloomberg, as of 9 October 2020. QFII: Qualified Foreign Institutional Investor RQFII: RMB Qualified Foreign Institutional Investor.

The advantages for long-term investors are six-fold:

No need to apply for quotas

for (



No lockup or restriction on repatriation. Capital can be deployed quickly and access to the A-shares market has never been easier

Ability to use current broker to invest in overseas stocks, with costs comparable to those of investing in other countries Possibility for existing QFII and RQFII investors to increase exposure and for new investors to gain greater exposure of portfolio to Shanghai / Shenzhen listed securities

New offshore Renminbidenominated investment opportunities. Investors can trade Chinese stocks from Hong Kong and the funding is possible through CNH (offshore Renminbi) rather than CNY (onshore Renminbi)



Offshore investors protected by Hong Kong law when investing in PRC stocks through the HKEX.

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Note that although there are some quotas in place that limit daily volumes within Stock Connect, the daily cap on the total quota is more than enough to accommodate most investors' needs. These programmes are not static – each has been refined and expanded since being launched. This is likely to continue as more participants join and as regulators streamline procedures andbroaden thescope of the schemes. This easier access has led to a significant

Exhibit 16: Flow to Chinese equities is gaining momentum

Cumulative net buying of Southbound/ Northbound Connect since inception (USD billion)



Source: Wind, Goldman Sachs Global Investment Research, as of October 2020.

increase in foreign investors' interest in the A-shares market. In summary, offshore investors can access China A-shares in three ways:

QFII (Qualified Foreign Institutional Investor)



RQFII (Renminbi Qualified Foreign Institutional Investor)



Stock Connect (Northbound)

Portfolio managers are starting to add more China exposure to their global portfolios (Exhibit 16). Global investors' participation is changing the structure of the A-shares market significantly, rendering it more mature and more fundamentals-driven, which favours the long-term growth of the A-shares market. As such, Stock Connect represents a key milestone in the globalisation of China's financial market.

Towards further liberalisation of Chinese economy and financial markets

Since the announcement of Stock Connect, the inclusion of the Renminbi in the IMF's Special Drawing Rights (SDR) basket and MSCI's inclusion of A-shares, China has continued to accelerate the opening up of its financial sector, announcing that it will ease limits on foreign ownership of banks and securities firms. In our view, this is a milestone event that sends the signal that China's authorities are confident that the country's financial institutions are now strong enough to compete directly with foreign rivals.

CHINA FIXED INCOME MARKETS

Quite simply, the scale of the Chinese bond market is vast! Standing at over USD 12 trillion at the end of 2018 (including both China onshore rates and credit bonds, as shown in Exhibit 24), it is the third largest bond market in the world, behind only the US and Japan.

Despite its size, however, this bond market only accounts for around 90% of the country's GDP while most developed countries bond markets are in excess of 200% of GDP. As China graduates towards developed market status and shifts towards a more consumption-driven economy, we would expect the Chinese bond market to continue to grow in size.

Despite its immense scale, it may be surprising to some that China's bond market is still one of the world's least owned by foreign investors, (Exhibit 18), reflecting years of restricted market access, capital controls, regulatory uncertainties, issues around transparency and relative illiquidity. While these were all legitimate reasons to steer clear of this market in the past, we believe that we are now at an inflection point and that the Chinese bond market is becoming more accessible to foreign investors. Index inclusion should trigger sizeable inflows and there has been significant simplification of regulatory and policy layers. Additionally, further clarification on settlement and tax issues have alleviated investor concerns and, last but not least, macroeconomic and currency-related uncertainties have now meaningfully receded. We have already seen the initial effects of this evolution, with foreign net inflows into the onshore Chinese bond market increasing considerably over the past couple of years; however, we are still in the early stages of this global re-allocation of capital.

The regulatory journey so far

Despite its size and economic prowess, the onshore renminbi market was closed to foreign investors due to a number of regulatory hurdles. However, more recently, there have been significant moves by regulators as they prepare to internationalise the bond market and open it up to foreign investors.

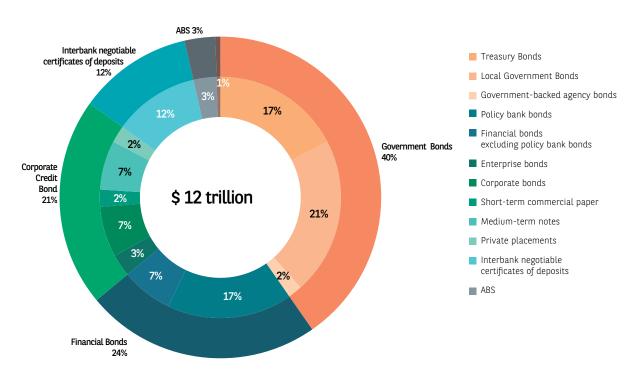


Exhibit 17: Breakdown of the Chinese bond market

Source: Wind, Golden Credit, December 2018.

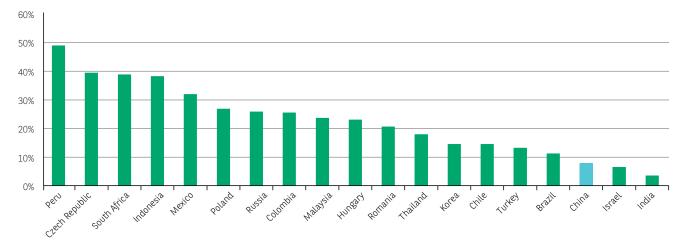


Exhibit 18: Figure 3: Foreign ownership (%) of local bonds outstanding

Source: JP Morgan, official sources, end of February 2019.

Exhibit 19: Evolution of the China fixed income regulatory moves

| Oct. 2016 | Inclusion in the IMF Special Drawing Rights (SDR) basket at a weight of 10.92% The next IMF review will take place by September 2021 |
|-----------|---|
| Jul. 2017 | Launch of the Bond Connect programme for easier access to the onshore bond market by offshore investors International credit rating agencies given access to rate onshore issuers |
| Nov. 2017 | PBoC issued detailed operational guidance for foreign investors' onshore RMB bond investments, including on account registration, settlements and tax rates China announced further opening up of its capital account by reducing limits around foreign ownership in select finance businesses, as well as reducing tariffs on certain sectors |
| Aug. 2018 | China State Council announces 3-year tax waiver on China bond investments for foreigners Bond Connect offers real time Delivery Versus Payment (DVP) settlement Bond Connect launches block trading allocations, allowing asset managers to allocate block trades to multiple client accounts prior to undertaking trades |
| Apr. 2019 | Bloomberg includes onshore Chinese government and policy bank bonds in the Bloomberg Barclays Global Aggregate Bond Index, phased over 20 months |
| Jul. 2019 | China State Council, PBoC and multiple regulators jointly announce 11 measures to further open up access to China's financial markets, including by allowing foreign agencies to provide ratings on all onshore bonds, permitting foreign institutions to underwrite onshore bonds, relaxing QFII quotas and easing constraints around foreign investment and majority ownership in domestic financial institutions |

Sources: BNPP AM, CSRC, PBoC, SAFE, as of 2019.

China has also overhauled its regulatory framework so as to have better centralised coordination and enforcement among the different regulatory bodies to make central policy initiatives more effective. This has included:

- Merger of the banking regulator (CBRC) and the insurance regulator (CIRC) into a new body: CBIRC.
- Broadening of the PBoC's remit to include drafting key legislation for banking/insurance and for macro-prudential regulation.

Exhibit 20: Key regulators are now operating in the Chinese bond market space

| People's Bank of China (PBoC) | Chinese central bank which controls monetary policy and regulates financial institutions in China. It has a dual mandate around monetary and financial stability. |
|--|--|
| China Central Depository and Clearing Corporation (CCDC) | Centralised depository and settlement for the interbank bond market |
| China Foreign Exchange Trade System (CFETS) | Supervises interbank lending, bond and FX markets (a subdivision of PBoC) |
| China Securities Regulatory Commission (CSRC) | Regulates China's securities markets and in charge of qualification approval of Qualified For- eign Institutional Investor (QFII) and (RMB or RQFII) |
| State-Owned Assets Supervision and Administration Commission (SASAC) | Performs investors' responsibilities, supervises and manages the assets of the state-owned enterprises under the supervision of Central Government |
| State Administration of Foreign Exchange (SAFE) | Regulates foreign exchange administration system and manages the country's foreign ex- change market. Regulates foreign invested enterprise's RMB fund raising approval and their FX payments and guarantee. |

Sources: BNPP AM, CSRC, PBoC, SAFE, as of 2019.

Accessing the Chinese onshore bond market

The scale and diversity of investment options available to the uninitiated could well feel overwhelming given the difficult of access in the past. It is indeed true that there have been many hurdles, with one of the most serious concerns being that of taxation uncertainty. However, we have now had clarification that foreigners will be exempted from paying taxes until end of 2021. The settlement process has been simplified and trading has been facilitated (Exhibit 21 shows the different routes to accessing the Chinese bond market).

There are now many options to access the market. The main differences between Bond Connect and China Interbank Bond Market (CIBM) are outlined in Exhibit 22. While the universe is basically the same for now and Bond Connect is sometimes seen as easier and quicker, we think that, in time, having genuine onshore access should allow investors access to a broader array of tools including onshore derivatives. In our view, the political will to continue financial market reforms has been strengthened following the 19th National Congress of the Communist Party of China, at which President Xi Jinping was able to consolidate his power and influence.

Despite capital outflows having slowed in recent periods, Chinese policymakers' commitment to attract foreign capital remains strong. Even with high domestic savings rates, China's large augmented fiscal deficit of c. 8%-9% of GDP (including quasi-sovereign entities and sub-levels of the government) will require significant portfolio inflows to help finance and rebalance the economy. China has traditionally been very slow and cautious in opening up its capital account. However, this time around, we expect its commitment to be strong and irreversible.

Exhibit 21: Four different routes to access onshore Chinese bonds

| Investment Scheme | CIBM Direct | Bond Connect | QFII Qualified Foreign Institutional Investor | RQFII RMB Qualified Foreign Institutional Investor | |
|--------------------------------|--|---|--|--|--|
| Eligible Investor | Overseas Central Banks, Supranational, Sovereign Wealth Fund (FOIs) Asset Managers, Funds, Insurance companies, Securities companies, Commercial bank | Overseas Central Banks, Supranational, Sovereign Wealth Fund Asset Managers, Funds, Insurance companies, Securities companies, Commercial bank | Asset Managers, Funds, Insurance companies, Securities companies, Commercial banks, others (pension funds, government institu- tions) | Financial institutions with principal place in approved RQFII jurisdictions with an asset management licence | |
| Eligible Invest- ment Scope | CIBM Bonds Bond lending, Bond forward, interest rate derivatives FX derivatives Repo | CIBM Bonds FX derivatives Note: Future investment scope will expand to bond repurchase, bond lending, bond forward and interest rate derivatives | Fixed income products listed and traded in CIBM, and Exchange markets | | |
| Quota | • No quota limitation | • No quota limitation | Base quota mechanism SAFE registration/approval for quota | | |
| Access | Register with PBoC through a Type A Interbank Bond Settlement Bank FOIs can access directly or entrust PBoC / Type A bank as agent | Register with Bond Connect Company Ltd. Rely on existing Global custodian who appoints a CMU member in Hong Kong to be the offshore custodian | For CIBM Investment: Entrust a Type A Interbank Bond Settlement Bank For exchange market investment: Entrust onshore custody for cash settlement, and onshore brokerage | | |

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CMU: Central Moneymarkets. Unit Sources: BNP Paribas, CSRC, PBoC, SAFE.

Exhibit 22: Bond Connect vs. CIBM Direct

| | Bond Connect (Northbound) | CIBM Direct |
|------------------------|---|---|
| Set-up process | Simpler application process and shorter expected turn- around | Longer set-up process |
| Eligibility | • Same as CIBM Direct Access | • Financial institutions; medium to long-term investors |
| Product scope | Cash bond and FX derivatives for hedging purposes No access to onshore repo FX spot conversion and hedging; FX hedging pending more control/ monitoring details - via the appointed HK Settlement Bank | Cash Bond, interest rate and FX derivatives for hedging purpose Onshore repo for commercial banks FX spot conversion and hedging - via the appointed BSA |
| Registration | Registration with PBoC through BCCL Registration could be at company or product level | Registration with PBoC through settlement agent bank Registration needs to be at product level for fund managers |
| Trading Platform | International trading platforms Tradeweb and Bloomberg Additional cost charged for connectivity (1bp on notional) Unable to negotiate prices on electronic platform | OTC trading with agent bank who trades on investors' behalf on CFETS or RFQ basis Able to negotiate prices with counterparties |
| Quota | • No quota is imposed or needs to be indicated | No quota is imposed, but investment is subject to registered amount indicated by investors |
| Settlement/custody | Rely on existing Global Custodian which has already appointed a local custodian in HK (acting as HK CMU member) Investor has no contractual relationship with onshore settlement agent. Back to a normal custody and legal framework: (Investor/Global Custodian/Sub Custodian) Account structure in CMU (segregated at investor level). Account structure in CCDC and SHCH: One omnibus CMU account opened as nominee Settlement cycle same as CIBM Direct Access | DVP settlement for CCDC & SHCH Need to open accounts directly with Settlement agency, CCDC and SHCH. Settlement cycle : T+0, T+1 and T+2 settlement |
| Ownership structure | • Nominee structure held via CMU | • Bond held onshore by investor directly |
| Restrictions | Same as CIBM Direct Access | • No lock-up period or repatriation restrictions |
| Тах | Tax rates clarified How and when to be collected remain unclear No capital gain tax Coupon tax: Waived for Govi and municipal bonds and , 16% on rest of the bonds; Coupon interest income received by overseas institutional investors in China bond market will temporarily be ex- empted from corporate income tax (CIT) and value added tax (VAT) for three years. | Tax rates clarified How and when to be collected remain unclear No capital gain tax Coupon tax: Waived for Govi and municipal bonds, 16% on rest of the bonds; Coupon interest income received by overseas institutional investors in China bond market will temporarily be exempted from corporate income tax (CIT) and value added tax (VAT) for three years. |
| | | |

Source: PBoC, BNPP AM, PwC China. Invesco, as of 2019. BCCL: Bond Connect Company Limited; BSA: Bond Settlement Agent; RFQ: Request for Quotation; SHCH: Shanghai Clearing House.



CHINA'S INCLUSION WITHIN INDICES AND ITS IMPLICATIONS

CHINA A-SHARES INCLUSION IN THE MSCI INDICES

MSCI implemented the third step of the previously announced weight increase of China A shares in the MSCI Emerging Markets Indexes in November 2019. Some 204 China A shares, 189 of which are Mid-Caps, were added to the MSCI China Index and the inclusion factor for 268 existing constituents was increased from 15% to 20%. This indicated that China A shares have weights of 12.1% and 4.1% in the MSCI China and MSCI Emerging Markets Indexes, respectively.

Improved market access accelerated MSCI inclusion

The latest MSCI decision followed overwhelming support from international institutional investors. Investors recently welcomed the following commitments by the Chinese authorities:

• Facilitate the smooth running of Stock Connect – quadrupling of the Stock Connect daily limit to RMB 52 billion (USD 8 billion) for northbound and RMB 42 billion (USD 6 billion) for southbound trade in September 2020.

- Accelerate China's QFII / RQFII reform In September 2019, China removed the QFII quota. After the QFII quota removal, foreign investors will only need a CSRC license for direct China market access.
- Improve market accessibility trading suspension fell to lower than 20 stocks on average in 2019, compared to over 300 suspended names in H1 2015.

A further increase in the weight of A-shares beyond 20% would largely depend on the Chinese authorities addressing the remaining market accessibility problems (e.g. access to hedging and derivatives, the short settlement cycle of China A-shares or trading holidays on Stock Connect).

Exhibit 23: Estimated weighting of A-shares in MSCI indices post-implementation

| INDEX | A-SHARE WEIGHTING AT 5% IF | A-SHARE WEIGHTING AT 20% IF | A-SHARE WEIGHTING AT 100% IF |
|-----------------------|----------------------------------|-----------------------------------|------------------------------------|
| MSCI Emerging Markets | 0.7% | 3.3% | 14.2% |
| MSCI AC World | 0.1% | 0.4% | 2.0% |
| MSCI AC Asia ex-Japan | 0.8% | 4.0% | 16.1% |
| MSCI China | 2.3% | 10.4% | 34.1% |

| INDEX | MSCI CHINA WEIGHTING AT 5% IF | MSCI CHINA WEIGHTING AT 20% IF | MSCI CHINA WEIGHTING AT 100% IF |
|-----------------------|-------------------------------------|--------------------------------------|---------------------------------------|
| MSCI Emerging Markets | 30.9% | 31.9% | 41.7% |
| MSCI AC World | 3.7% | 4.0% | n/a |
| MSCI AC Asia ex-Japan | 44.5% | 38.0% | 47.3% |

Source: MSCI, BNPP AM, data as of 1 March 2019. IF: inclusion factor. Data at full inclusion are estimates.

From a longer-term perspective, improved foreign investor access should pave the way for the A-shares weight to rise further. In the case of full inclusion, A-shares (together with China offshore) should take the weight of Chinese equities to about 40% of the index (Exhibit 23). A move towards full inclusion would be a lengthy and gradual process. It took about nine years for Taiwan and six years for South Korea to move from initial partial inclusion to full inclusion.

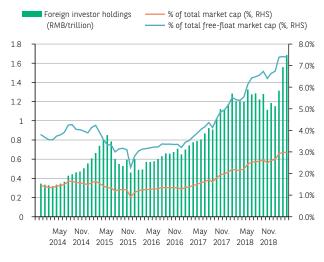
In our view, the latest news concerns more than just a further opening by MSCI – wider inclusion in the indices is a sign of international recognition of China's market liberalisation efforts.

Foreign investors now play a significant role in the A-share market

The expanding share of China A-shares in MSCI global indices should help strengthen global interest in this market and trigger more foreign fund inflows into China. Rising foreign participation should favour the increasing institutionalisation of the market. We believe this would be desirable given that the A-shares market is still mostly retail-driven.

We expect the MSCI inclusion of A-shares to attract USD 400 billion of inflows over the next five to 10 years. According to PBoC, foreign investors held RMB 1.7 trillion (USD 253 billion) of A-shares as of December 2019.

Exhibit 24: Foreign investors' A-shares holding is accelerating



Source: UBS, PBoC, Wind, as of 1 March 2019.

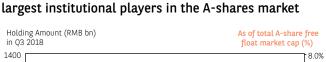
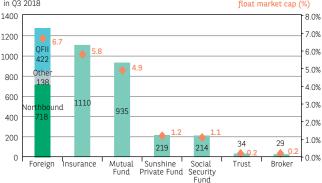


Exhibit 25: Foreign investors as a whole are now the



Source: Wind, PBoC, HSBC, as of 1 March 2019.



CHINA BONDS INCLUSION IN THE INDICES

Despite China's significant size, economic prowess and high credit rating (A+ by S&P), the onshore renminbi market has, until now, been excluded from the mainstream emerging and developed market bond indices due to a failure to meet certain index inclusion criteria as prescribed by the index providers. That is all changing now, though, and China is currently under consideration for inclusion by the major bond index providers as it meets most of the essential criteria required for inclusion (for example, no capital controls, currency convertibility, ability to hedge exposure).

Index inclusion is a game changer. The final weight of China in the Bloomberg Global Aggregate index will be more than 6% (the inclusion will be gradual and will continue until November 2020). Current rules for index inclusion are quite strict: bonds have to pay a fixed coupon, have an outstanding amount of at least RMB 5 billion and a remaining tenor of one year or longer.

Over time, Bloomberg could consider including local government

bonds, corporate bonds and asset-backed securities in the Bloomberg Global Aggregate index, which could trigger additional inflows and a higher weight for China.

Based on our estimate, passive inflows linked to this inclusion could amount to c. USD 120 billion over the next couple of quarters. In addition to this, the likely inclusion in JP Morgan GBI EM Global Diversified could trigger roughly USD 20 billion and potential inclusion into FTSE WGBI another c. 150 billion (Exhibit 26). Total passive inflows could amount to some USD 250-300 billion.

However, these figures only related to passive index inclusion inflows. They do not include other potential flows, for example via global central banks increasing foreign reserves in the renminbi. In addition, should this market eventually catch up with the levels of foreign ownership seen in mature markets or even in smaller emerging markets, this would translate into several USD trillions of inflows in the years to come.

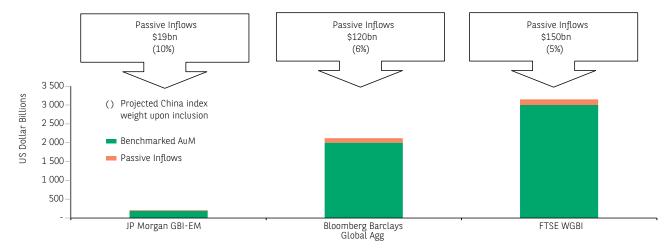


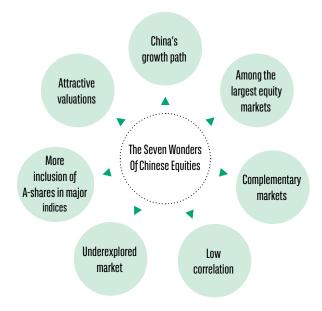
Exhibit 26: Expected passive inflows from index inclusion

Source: BNPP AM, JP Morgan, Bloomberg, FTSE Russell, February 2019.

HOW "ALL-CHINA" EQUITIES CAN ENHANCE A GLOBAL EQUITY PORTFOLIO FOR ACTIVE INVESTORS

As the China onshore equity market opens up to foreign investors and the MSCI inclusion of A-shares accelerates, large amounts of capital are expected to flow into the Chinese equity markets over the long term.

In addition to a tactical investment in China A-shares, we believe there are strong strategic reasons for regarding it as a longterm investment proposition:



REASON #1: UNTAPPED OPPORTUNITY IN CHINA'S GROWTH PATH

There is every prospect of China continuing its impressive growth path with powerful domestic tailwinds, such as urbanisation and a growing middle class, and much scope for the country to boost its per capita GDP and productivity.

China's GDP growth was 6.1% in 2019. Although China's economic engine is cooling down, it continues to rack up one of the world's fastest rates of economic growth."The International Monetary Fund predicts that if current trends continue, China would overtake the US as the world's largest economy (in nominal USD terms) by 2030", according to Chi Lo, BNPP AM's senior economist dedicated to China. In recent years, "China's growth has contributed about a third of global growth and its contribution is expected to rise to 35% in 2019 and 2020, according to the UN¹²".

The major change from the past is that the Chinese government is focused more on high quality, stable growth rather than on achieving the fastest growth possible. Despite its economic contribution in a global context, Chinese equities appear to be under-represented in global indices (Exhibit 27).

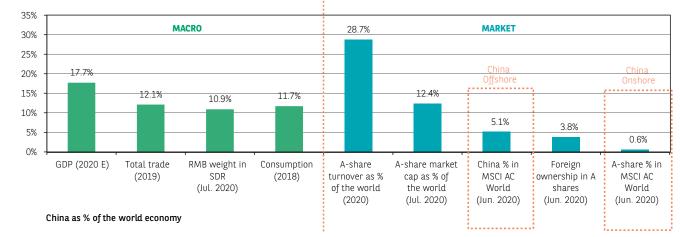


Exhibit 27: Chinese equity markets have lagged behind the spectacular growth of the economy

Source: MSCI, FactSet, Wind, Goldman Sachs Global Investment Research, as of 28 October 2020.

12. According to the "World Economic Situation and Prospects 2018" released by the United Nations in January 2019.

REASON #2: CHINA A-SHARES: ONE OF THE WORLD'S LARGEST EQUITY MARKETS

China's equity market has been growing at a dramatic pace since its opening in 1990, both in terms of market capitalisation and breadth of listed companies.

Today, the Shanghai and Shenzhen Stock Exchanges constitute one of the largest equity markets, with total market capitalisation of about USD 10 trillion and more than 3800 stocks (as of 14 October 2020). The market capitalisation of the market is only surpassed by the Nasdaq (USD 17 trillion) and the New York Stock Exchange (USD 29 trillion).

The total market capitalisation of Greater China equity markets (Shanghai, Shenzhen and Hong Kong Stock Exchange) is approximately USD 15 trillion (Exhibit 28).

A large market tends to imply a level of maturity, which is not yet the case with China A-shares. The market remains dominated by retail investors, who typically have a short-term approach and are momentum-driven. Retail investors account for about 86% of the total trading volume in the China A-share market (vs. 35% in Hong Kong).

Exhibit 28: Chinese equity markets are large, liquid and among the most active exchanges in the world

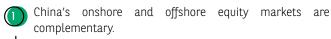


Source: Wind, FactSet, UBS, as of October 2020.

REASON #3: COMPLEMENTARY MARKETS, WITH A NUMBER OF UNIQUE OPPORTUNITIES IN LOCAL MARKETS

In addition to the size of the opportunity set, China A-shares provide more diversified access to structural growth opportunities – a complement to the current offshore China exposure.

The reasons are three-fold:



The dual listings (stocks listed both as A-shares trading in Shanghai and H-shares trading in Hong Kong) provide trading and financing opportunities.

There is a significant difference in sector weights between the different types of shares. Hong Kong-listed companies historically have been dominated by large state-owned enterprises in the financial and energy sectors.

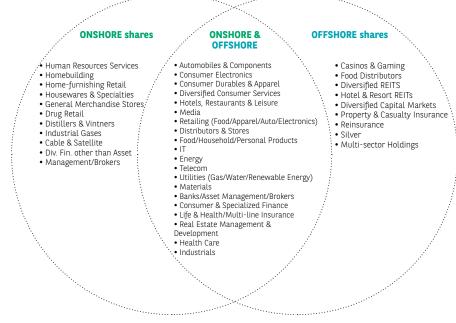
In constrast, one attractive attribute of A-shares is their higher exposure to non-government-owned companies in consumptiondriven industries. The Shenzhen exchange, in particular, has a more attractive selection of companies, with about 62% of Shenzhen's market capitalisation in technology, consumer goods and industrials.

Most importantly, a number of these sectors can be unique to A-shares, such as Chinese spirit brands or pharmaceutical companies providing diabetes treatments for the ageing population (Exhibit 29).

By investing in both China's onshore and offshore shares, investors can benefit from:

- 1. Risk management via sector diversification
- 2. Broadened opportunity set for alpha generation

Exhibit 29: Chinese onshore and offshore universes are complementary¹³



Source: Wind, FactSet, Goldman Sachs Global Investment Research, as of October 2020.

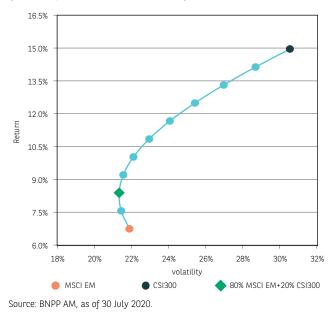
REASON #4: LOW CORRELATION PROVIDES DIVERSIFICATION

China A-shares have some features that make them different from typical China exposure in a global portfolio.

- More than 90% of the revenue of China A-share companies is domestically driven, and thus relatively less sensitive to global macroeconomic trends. For decades, the onshore market developed in isolation, with few foreign investors following A-shares, so the A-shares market tends not to transmit global shocks with the same intensity as markets elsewhere.
- In addition to a domestic retail investors-focused market, these various elements resulted in a low correlation between China A-shares and other global equities, as indicated by the historical correlation of approximately 0.4 between China A-shares and the MSCI World index.
- This low correlation and ample liquidity mean A-shares can provide an effective means for foreign investors to diversify their portfolio.

While exposure to Chinese equity can appear challenging from a risk-return perspective, the diversification in the portfolio mitigates this to some extent, such that risk-adjusted returns may actually improve. As a result, adding China A-shares can potentially enhance the risk-return profile for an emerging market (EM) portfolio (Exhibit 30), as well as a China offshore equity portfolio.

Exhibit 30: Adding China A-shares can potentially enhance the risk/return profile of an emerging market equity portfolio as well as a China offshore equity portfolio (15-year period, as of 31 July 2020)



^{13.} The above-mentioned securities are for illustrative purpose only, are not intended as solicitation of the purchase of such securities, and does not constitute any investment advice or recommendation. Trademark, copyright, and other intellectual property rights are and remain the property of their respective owners.

REASON #5: UNDEREXPLORED MARKET, OFFERING MISPRICING OPPORTUNITIES

Chinese equities markets, particularly the A-shares market, remain highly inefficient and potentially offer skilled investors significant scope to add value.

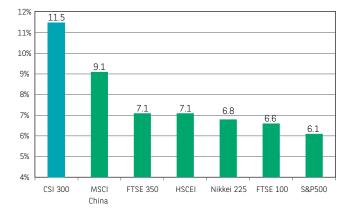
Local retail investors account for more than one-third of the free float and some 86% of transactions. Retail investors in China tend to be on the lookout for rapid capital gains, which explains the popularity in recent years of smaller high-growth companies.

China A-shares are thus prone to contribute to higher volatility driven by investor speculation and sustained by momentum trading (vs. the US and Hong Kong). The China A-shares market is much more volatile, with the average standard deviation of monthly returns around 11.5% (vs. 7% for Hong Kong).

The dispersion of returns in A-shares is also significantly higher compared to those from global markets, which presents a great opportunity for skilled fundamental stock pickers (Exhibit 31).

Exhibit 31: Higher dispersion of returns in China A-shares vs. developed markets

Average standard deviation of constituents' monthly returns over the last 5-years (average)



Source: Thomson Datastream, UBS, as of 14 May 2018.

Most importantly, there is currently a lack of coverage of Chinese stocks by sell-side analysts and the quality of domestic broker coverage in A-shares tends to be relatively weak. Only 7% of onshore stocks are audited by the 'Big 4' global auditing firms, with 57% audited by local tier-1 firms.

A focus on corporate governance risks is also critical when investing in emerging markets, and this is especially true for A-shares. It is encouraging to note that the number of stock suspensions has gone down significantly, from 1 422 suspended stocks in July 2015 to less than 20 names on average by the end of 2019.

Active managers who have the resources to undertake their own on-the-ground research in China, and who have a long-term investment horizon to benefit from the lower market efficiency, should be well placed to take advantage of the investment opportunity in China A-shares.

REASON #6: FURTHER A-SHARES INCLUSION IN MSCI, FTSE AND S&P INDICES

MSCI is quadrupling the weighting of domestically traded Chinese stocks in its emerging market indices, starting from May 2019.

In a three-step plan, the share of large-cap China A-shares increased from a 5% inclusion factor (June 2018) to a 20% inclusion factor (November 2019), as exemplified in Exhibit 39.

The decision of the key global index providers (MSCI, FTSE, S&P) to include some more China onshore companies in their indices was a significant milestone in the mainstream acceptance of Chinese equities in international investors' portfolios.

In our view, this inclusion helps support the Renminbi and improve the China A-shares market's investor structure from being retail-focused to a more balanced mix of institutional and retail investors. We believe that the inclusion will likely improve China's capital market liberalisation as well as regulations.

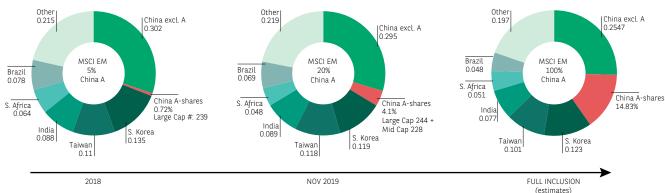


Exhibit 32: Pro-forma weight increase in the MSCI EM index in three steps

Source: BNPP AM, MSCI, data as of November 2019.

REASON #7: ATTRACTIVE VALUATIONS

Both China A- and H-shares markets are reasonably priced relative to those of developed equity markets and to their historical average.

The MSCI China (offshore) and CSI 300 (onshore) indices are attractively valued at around 16.8x and 15.7x for the FY 2020 P/E, respectively, thus representing a discount compared with MSCI US, MSCI Europe and MSCI World indices, as of 5 October 2020 (Exhibit 33).

Exhibit 33: China equity valuations look moderate vs. developed markets



Source: BNPP AM, Bloomberg, as of 5 October 2020.

Not only does the Chinese equity market benefit from attractive valuations against developed markets, but it also enjoys strong Earnings Per Share (EPS) growth. The MSCI China and CSI 300 indices benefit from consensus EPS growth of 17.6% and 13.1% respectively in 2020 and 19.9% and 17.7% respectively in 2021 estimates (as of 20 October 2020).

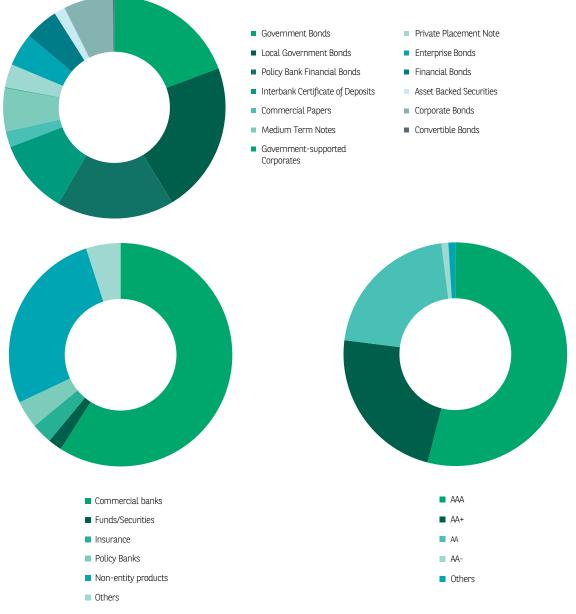
CHINA A-SHARES ARE BECOMING INCREASINGLY IMPORTANT FOR GLOBAL INVESTORS

It is essential to closely monitor the market given its higher volatility (vs. developed markets), and changes in factors such as valuations and earnings may require tactical portfolio adjustments. Although risks when investing in China should not be overlooked, we believe that the opportunities for growth for Chinese companies are broadbased and positive. We believe that Chinese equity markets may present a number of attractive opportunities given the longterm structural trends.

HOW CHINA ONSHORE FIXED INCOME MARKETS CAN BECOME A DOMINANT SOURCE OF ALPHA FOR ACTIVE INVESTORS

Not only is it huge, but the onshore Chinese fixed income market is also relatively diverse. For those able to navigate it successfully, the market offers investors access to a wide range of instruments. However, the diversity in credit profiles is sometimes hidden by the still early-stage methodology for onshore rating (two-third of the onshore market is rated AAA even though part of this universe carries significant credit risk) and is still predominantly owned by commercial banks (Exhibit 34). The picture is changing, however, as ownership by pension funds, insurance companies and asset management companies has recently grown.

Exhibit 34: Renminbi onshore bonds trading

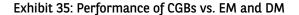


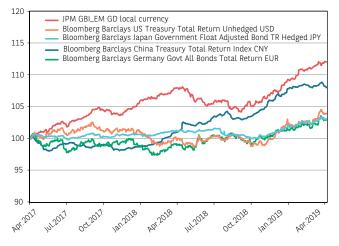
Source: JP Morgan, official sources, end of February 2019.

Overall, we see the long-term outlook for rates and policy banks as positive. Although we do expect some rising supply at the subsovereign level (especially at the provincial level), the combination of contained inflation off the back of only moderate fiscal and monetary stimulus and incremental foreign demand should help keep yields low. In the shorter term however, we do expect some volatility as many local investors are likely to shift from money market or conservative fixed income funds to more aggressive equity funds so the domestic demand side could weaken slightly.

On top of index inclusion as we discussed previously, we think we are only at the beginning of the allocation of central banks' reserves into the onshore Chinese market. The weight of China has recently been increasing and is now approaching 2%, roughly in line with allocations to the Australian and Canadian dollars. Over time, we think the weight of renminbi-denominated assets (CGBs and policy banks) could well be in excess of 5%.

This fundamental mispricing of the onshore market has to do with the demand structure. For onshore investors, Chinese rates (including policy banks bonds) are "risk off", i.e. they represent a risk-free rate. The correlation is usually negative with the A-shares equity market. However, from a foreigner's perspective, adding the China rates risk is seen as "risk on", with a low correlation with other types of global emerging market local currency debt instruments. This divergence in views naturally creates some mispricing and offers an opportunity for alpha generation. Given these atypical features, the Chinese bond market usually displays a relatively low correlation with both developed markets' rates and emerging market local currency debt, as well as relative stable returns (Exhibit 35 and 36). The risk/reward profile is quite distinct from that of other emerging market instruments.





Source: BNPP AM, Bloomberg, April 2019. DM: Developed Markets.

Exhibit 36: Correlation over two years of CGBs vs. EM and DM

| | CGB | GBI EM | DBR | UST | JGB |
|--------|------|--------|-------|-------|------|
| CGB | 1.00 | 0.34 | -0.05 | -0.02 | 0.33 |
| GBI EM | | 1.00 | -0.22 | 0.11 | 0.34 |
| DBR | | | 1.00 | 0.74 | 0.62 |
| UST | | | | 1.00 | 0.61 |
| JGB | | | | | 1.00 |

Source: BNPP AM, Bloomberg, monthly returns over two years to April 2019. CGB: China Government Bond; GBI EM: JP Morgan Global Bond Index Emerging Markets; DBR: German government bonds; UST: US Treasury; JGB: Japan Government Bond.

On the other side of the spectrum, onshore credit spreads always had the tendency to be tight in China (Exhibit 37), the main reason being that there was no price discovery mechanism. Credit risk traditionally tended to be priced from a top down perspective (i.e. trying to assess the level of government support) rather than attempting to price standalone credit risk.

Exhibit 37: Bloomberg Barclays China Corporate Total Return Index Unhedged USD and Index Spread



Source: BNPP AM, Bloomberg, April 2019. OAS: Option adjusted spread.

We think we are now at a major inflection point: policymakers are willing to inject more credit risk into the system. In the short term, onshore credit spreads are likely to widen as the credit ratings are reassessed and brought more in line with other global issuers. Until now, Chinese domestic rating agencies have been far too complacent and many AAA rated Chinese corporates actually carried significant credit risk.

However, the gradual opening to foreign rating agencies seems to be encouraging. We would expect higher corporate spreads in the short term and a rise in onshore corporate defaults. This might be painful in the short term but should be seen as a healthy longer-term development.

WHERE ARE THE RISKS?

There are a number of risk factors related to investing in Chinese equities and fixed income markets, specifically onshore markets, that investors should not overlook.

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Some of the key risks include:

Growth slowdown: China has faced significant growth in debt levels since the financial crisis, but the government has started to address this. Despite its manageable debt levels, China's debt reduction and state-reform programmes are directly addressing debt burden issues within the financial system, and while this is very positive long term, we should expect onshore credit default rates to rise from historical low levels as overindebted and less systemically important companies are allowed to default. We also expect policymakers to continue to resort to counter-cyclical targeted stimulus and liquidity programmes to stablise growth and avoid systemic risks during periods of heightened uncertainty.

Regulatory & transparency-related risks: Listed companies have the option of suspending trading of their own shares and such suspensions can last for months at a time. During the height of the large market sell-off of mid-2015 and 2016, investors felt the impact of regulatory risks when the Chinese government stepped in in the A-shares market to temper rapid security price increases. This was an unprecedented move amid efforts to avert a market meltdown. Stock suspensions helped stop a share rout from turning into a systematic risk. Concerns around investment quotas and capital controls have also been prevalent in the past. However, as policymakers seek to attract more foreign investor participation, they are making efforts to address these concerns. They are aiming to create a unified regulatory framework to enable the more efficient allocation and acces-sibility of capital. In addition, transparency related

concerns are also being actively addressed, most recently via enabling international rating agencies to rate onshore companies.

Currency risk: The heavy management of the renminbi gives stability and helps dampen volatility. But many economists believe that it is impossible to combine: 1) a fixed and stable exchange rate, 2) independent monetary policy, and 3) free international capital flows. If China has to give up one element of this so-called 'impossible trinity', currency control could be the one. Indeed, we have seen greater exchange rate flexibility employed by Chinese policymakers in recent years and should continue to expect further FX liberalisation over time as Chinese capital markets open up to international investors.

Liquidity risks: Given the sticky domestic client base, particularly in the higher quality onshore bond market, trading in size or in the secondary markets can present challenges. Over time, a more diverse investor base, including foreign investors with different risk and return objectives should enhance liquidity conditions. China's equity market has been growing at a dramatic pace both in terms of market capitalisation and breadth of listed companies since 1991, making it one of the most liquid equity markets in the world. However, stock suspensions prevent the normal functioning of the market and cause illiquidity. Starting in November 2018, the China Securities Regulatory Commnission announced a series of guiding principles - companies are required to improve communication and transparency, and avoid long-term trading suspensions. The new guidelines limit the circumstances under which a company can apply for suspension.

ABOUT BNP PARIBAS ASSET MANAGEMENT ASIA LIMITED

BNP Paribas Asset Management (BNPP AM) is the investment management arm of BNP Paribas, one of the world's major financial institutions. Managing EUR 445 billion¹⁴ in assets as at 30 September 2020, we offer a comprehensive range of active, passive and quantitative investment solutions covering a broad spectrum of asset classes and regions. With over 520 investment professionals and 500 client servicing specialists, we serve individual, corporate and institutional investors around the world. Since 2002, we have been a major player in the promotion and implementation of sustainable and responsible investing. We are backed by BNP Paribas, whose scale and A+ rating (by Standard & Poor's, 23 April 2020) gives us and our clients the secure foundations to invest and make a positive difference to people's futures.

Although retaining full investment and portfolio management discretion for onshore Chinese strategies, both our 'Greater China Equities' and 'Emerging Markets Fixed Income' investment teams can draw on the vast resources of BNPP AM. With over 40 investment professionals on the ground contributing to stock ideas, the two investment teams draw on the support of local and global teams, including:

- Our Senior Economist dedicated to Greater China: Chi Lo complements our macroeconomic view for risk mitigation.
- **Our Sustainability Centre:** three members of the 25-strong global Sustainability Centre are based in Hong Kong, supporting the investment team for ESG integration and engagement.
- Our joint venture HFT Investment Management: over 40 investment members bring additional onshore equities and fixed income research. This joint venture between BNPP AM and Haitong Securities Co. Ltd was formed in 2003 and was one of the first of its kind to be approved by the Chinese government.

The Greater China Equities team is based 'on the ground' in Hong Kong and Shanghai, and manages or advises on assets in excess of USD 2 billion (as of 30 September 2020), for both local and international investors.

This award-winning investment team is fully dedicated to China equities expertise. Their local presence and local background provide a strong edge in the interpretation of political, economic and social nuances in China. The investment team follows an active, high conviction, bottom-up investment approach, using a disciplined research process and performing deep fundamental analyses (including ESG assessment) and solid risk management. The team believes that investing in companies delivering sustainable, high quality earnings growth at an attractive price, and presenting sound or improving ESG profiles, drives alpha over the long term.

The Emerging Markets Fixed Income (EMFI) team is responsible for Chinese fixed income investment and has a well-established and successful track record since 2010 of investing in the onshore RMB bond market.

The team of 14 investment professionals based in Hong Kong, Singapore and Kuala Lumpur manages a total of USD 5.0 billion (as of 30 June 2020) across a range of emerging markets fixed income strategies. The team allocates dynamically to the most attractive segments of the onshore Chinese bond market and seeks to generate returns through duration and yield curve positioning, sector allocation and security selection. While being largely invested in treasury and policy banks bonds given the current investment outlook and market opportunity, it can and does also invest in the rapidly evolving onshore credit market.

ABOUT THE AUTHORS



HEAD OF GREATER CHINA EQUITIES, LEAD PORTFOLIO MANAGER HONG KONG - BASED avid is the Head of Greater China Equities and Lead Portfolio Manager for the Greater China Equity capability. Since joining BNPP AM in 2012, he has been serving the Greater China equity strategy for the entire time and rapidly became deputy fund manager in July 2015. In July 2020, he stepped up as Lead Portfolio Manager after the departure of the previous Head of Greater China equities.

David has been a key architect of the team's philosophy, proprietary "Growth Framework" portfolio allocation, and its team-based approach since his arrival in 2012. In his deputy role, David has been involved in all aspects of co-managing the team, from alpha identification, risk management, trade execution to recruitment. David has a generalist coverage in fundamental equity research, with specialist knowledge of the technology / media / telecom sectors. With a solid tech-savvy experience background, David has long-standing investment experience and has been working within the financial services industry since 2005.

In 2019 and 2020, the investment team won multiple awards from:

- Asian Private Banker 2020 "7th Asset Management Awards for Excellence" -Greater China Equity (Best Fund Provider),
- Insurance Asia News "Institutional Asset Management Awards 2020" Equities Manager of the Year (China equities),
- Insurance Asia News "Institutional Asset Management Awards 2019" Equities Manager of the Year - Greater China Equities,
- 4) The Asset's "Triple A Awards 2019" as "Fund Manager of the Year",
- 5) Benchmark Fund of the Year Awards 2019 China Equity Manager of the Year in Hong Kong and Singapore,
- 6) Benchmark Fund of the Year Awards 2019 House Award Greater China Equity (Best-in-Class) in Singapore.

In 2018, the team also won awards including the Benchmark Fund of the Year Awards 2018, such as:

- 1) House Award Greater China Equity (Best-in-Class) in Hong Kong,
- 2) House Award Greater China Equity (Best-in-Class) in Singapore,
- 3) "Manager of the Year" for Greater China Equity in Singapore.

Prior to joining BNPP AM in 2012, David worked at Fidelity Management & Research (Hong Kong), as an International Equity Analyst specialising in Asia Pacific Telecommunications. In addition to his expertise in investment management, David also brings valuable experience and insight from his prior roles as a Senior Associate in Mergers and Acquisitions Advisory at Deloitte & Touche (Hong Kong), and as a Senior Consultant in Economic Consulting Group at Deloitte Financial Advisory Services (Boston, USA).

Born in Hong Kong, David holds a Master of Business Administration degree from the Wharton School of Business at the University of Pennsylvania (USA). He also holds a Bachelor of Science degree in Economics and Management Science at the Massachusetts Institute of Technology, in Cambridge (USA). David is a CFA® charterholder and a member of the Hong Kong Chartered Financial Analyst society.



SENIOR ECONOMIST, GREATER CHINA, HONG KONG - BASED



INVESTMENT SPECIALIST, GREATER CHINA EQUITIES & ASIA PACIFIC EQUITIES, HONG KONG - BASED

hi is BNPP AM's Senior Economist for Greater China and is based in Hong Kong. Prior to joining BNPP AM, he was Head of Overseas Investment at Ping An of China Asset Management (HK) Ltd. Chi's other positions in Asia included Asia Research Head for the British private property fund Grosvenor, chief economist and strategist for Asia at Standard Chartered Bank and research director for Greater China at HSBC in Hong Kong. Before working in Asia, Chi was an economic advisor to the Canadian Treasury in Canada. His other experience includes international research firms in North America, regulatory bodies for securities trading in Toronto and London, and blue-chip international investment banks in North America, the UK and Asia. Chi is the author of 11 books on Chinese and Asian economic development and markets. His latest book is "Demystifying China's Mega Trends: The Driving Forces That Will Shake Up China and the World" (2017). Chi did his economics graduate work at the London School of Economics and Political Science (LSE) in England and the University of British Columbia (UBC) in Canada.

essica works closely with the investment team to market the team's capability to sales and clients globally. Prior to this, Jessica first joined BNPP AM in Paris as a portfolio manager assistant in the Sustainable and Responsible Investment equities investment team. Before joining BNPP AM, she held two different positions in BNP Paribas Wealth Management in Hong Kong in 2012: 1) the Strategy and Business Development team, 2) the Investment Funds Advisory team. Jessica holds a Master's degree in Management and a 'Diplôme des Grandes Écoles' with a major in Finance from the NEOMA Business School in France.



HEAD OF EMERGING MARKETS FIXED INCOME, LONDON - BASED ean-Charles is the Head of Emerging Market Fixed Income (EMFI) at BNPP AM. In this role, he is responsible for the management of all EMFI portfolios and developing a unified EMFI investment process. Jean-Charles joined our firm in 2016 and is based in London.

Prior to joining us, Jean-Charles was at the Institute of International Finance (IIF) where he served as Asia-Pacific Regional Director and CEO of IIF APAC Ltd in Singapore. Before that, he was a Senior Portfolio Manager and Head of Emerging Markets Fixed Income for Everest Capital, where he was responsible for the launch and management of an absolute return emerging market debt fund as well as a long only frontier markets fixed income fund. Prior to that, he worked as a Senior Vice President in the EMFI Team at Trust Company of the West (TCW) in Los Angeles.

Jean-Charles has 18 years of investment experience. He is an alumnus of Ecole Normale Supérieure. He holds a BA in Economics and Philosophy and a Master's degree in Epistemology and Philosophy of Economics from Sorbonne University. He also holds a Master's degree in International Economics from UPMF in Grenoble, France. This material is issued and has been prepared by BNP PARIBAS ASSET MANAGEMENT Asia Limited (the "Company"), with

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