

[Click to read the English version](#)

2020年全年 中国海外投资概览

浏览报告



周昭媚 中国海外投资业务部全球主管

“2020年中国启动内外双循环的经济发展模式，一方面继续推动供给侧改革促进内需，实现了经济的率先复苏；另一方面积极推进多边国际合作，并在亚太和中欧区域合作上均取得了突破性的成果——《区域全面经济伙伴关系协定》（RCEP）正式签署诞生了全球最大的自由贸易区；而《中欧投资协定》谈判的如期完成更将推动中欧更深层次的经贸合作，从‘走出去’的角度来看，欧盟27国投资规则的统一将有助于降低中企的投资成本，打破投资壁垒，创造更有利的营商环境，从而促进中企对欧投资。安永认为这些都为全球经济复苏注入强大信心和动力，内循环是基础和保障，外循环也是必不可少的补充，只有中企继续积极地参与国际合作与竞争才能确保内循环实现更健康、可持续的发展。尽管新冠疫情在短期内预计还将继续冲击全球跨境投资，但中国在多边合作领域取得新的突破，将使中企未来海外投资走的更稳更远。”



中国全行业对外直接投资1,329.4亿美元，同比**增长3.3%**，非金融类对外直接投资1,101.5亿美元，同比下降0.4%；“一带一路”非金融类对外直接投资同比**增长18.3%**，占同期投资总额的16.2%，占比较上年提升2.6个百分点



中企宣布的海外并购总额464.1亿美元，同比下降46.2%；宣布的并购数量530宗，同比减少18.5%；**四季度中企海外并购大幅回升，宣布的交易额为三季度两倍多**

- ▶ TMT*仍为最受青睐的海外并购行业，其他热门行业还包括消费品及先进制造与运输，前三大行业的并购金额占总额的58.1%；**医疗和生命科学**为唯一并购额较去年有所增加的行业（同比逆势**上涨7.2%**）
- ▶ 北美洲与亚洲为最受中企欢迎的海外并购目的地，投资金额分别占三成，除非洲录得增长外，其他大洲均延续下跌趋势，中企对**德国、意大利、沙特阿拉伯和韩国**等国并购**逆势增长**；从并购数量看，中企在亚洲宣布的海外并购数量占比达四成，同比增加4.3%，亚洲成为交易数量唯一录得增长的大洲



新冠疫情使部分中企财务压力增加，2020年中企宣布的海外投资退出项目金额较2019年**上涨124%**，达493.3亿美元，首次**超过全年宣布的并购总额**



对外承包工程继续稳步发展，新签合同额2,555.4亿美元，同比微降1.8%，新签项目的八成集中在基础设施领域；完成营业额1,559.4亿美元，同比下降9.8%

*注：TMT行业包括科技、媒体和通信，其中媒体部分包含媒体和娱乐行业

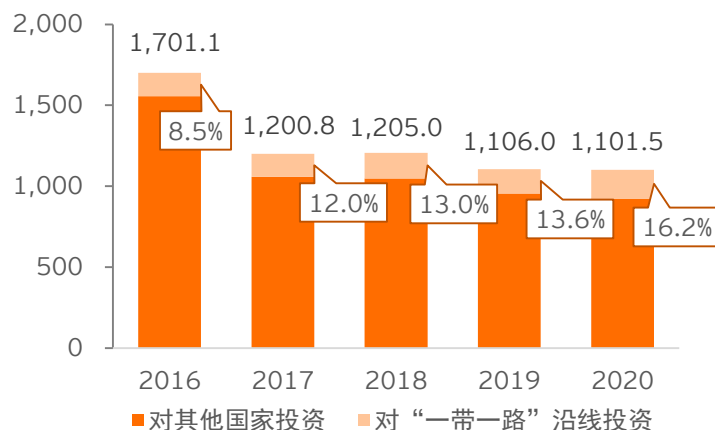


对外直接投资（ODI）

- ▶ 全行业对外直接投资额
1,329.4亿美元 ▲ 同比
增长3.3%
- ▶ 非金融类对外直接投资
1,101.5亿美元 ▼ 同比
下降0.4%
 - ▶ 在“一带一路”沿线新增
177.9亿美元 ▲ 同比
增长18.3%

租赁和商务服务、批发零售、科学研究和专业技术服务、电力生产供应等领域的投资增长较快。其中流向租赁和商务服务业的投资417.9亿美元，同比增长17.5%；流向批发和零售业160.7亿美元，同比增长27.8%；对电力生产和供应、科学研究和技术服务的投资分别增长10.3%和18.1%

图表1：2016-2020年
中国非金融类对外直接投资额（亿美元）



全球政策法规追踪

《出口管制法》正式通过（2020年12月1日生效），为我国实施全面、灵活的出口管制政策以应对国际新形势提供了制度保障

《中欧投资协定》谈判如期完成，欧盟在能源批发和零售市场、可再生能源市场等领域对中国扩大开放。双方采取准入阶段国民待遇加负面清单模式，放宽准入条件、承诺更多政策优惠来吸引更多投资

《中新自贸协定升级议定书》签署，新西兰确认放宽对中资审查的门槛，对中国政府者投资的投资审查门槛为1亿新西兰元，对非政府投资者审查门槛为2亿新西兰元（此前中新自贸协定中审查门槛为1千万新西兰元）

2020/10/17

2020/11/15

2020/12/30

2021/1/9

2021/1/26

《区域全面经济伙伴关系协定》签署，协议包括了外汇转移、损失补偿等投资保护性条款，以及争端预防等投资便利化条款，成员国均对在制造业、农林渔业、采矿业等领域投资采用负面清单做出了较高水平的开放承诺

中国商务部公布《阻断外国法律与措施不当域外适用办法》，以保护中国公民、法人或者其他组织在海外的合法权益，维护正常的经贸秩序

海外政策

- ▶ **菲律宾**：2020年10月20日，菲律宾能源部发布通知允许外国投资者在大型地热勘探、开发和利用项目中拥有全部所有权。但参与的外国投资者仍需满足一定的条件，如：最低投资额为5000万美元，以及应根据宪法规定的《财政和技术援助协定》（FTAA）实施等
- ▶ **英国**：2020年11月11日，英国政府发布了《国家安全与投资法案》草案，在关键部门引入了强制性备案，包括民用核能、通信、国防、数据基础设施、能源、运输以及卫星和空间技术等。该法案还授予英国政府审查所有涉及国家安全的交易，以及在交易被认定将对国家安全造成风险后，实施“相应的补救措施”的权力
- ▶ **西班牙**：2020年11月19日，西班牙第34/2020号皇家法令生效，法令涉及针对COVID-19流行病的紧急措施：将暂停西班牙部分外国直接投资（FDI）自由化的制度延长至2021年6月30日，所有对上市公司和非上市公司的FDI，若金额超过5亿欧元或者收购10%或以上的股份，都需要获得事先许可。此外，法令新增了部分须事先审批的行业，包括：1）通信、人工智能、机器人、半导体、网络安全、航空航天、国防、储能、量子技术与核技术、纳米技术、生物技术、先进材料、先进制造系统等关键两用技术、产业引领与培训关键技术；2）基础资源供给，特别是能源，或与战略互联互通服务或原材料相关的供应，以及粮食安全；3）媒体
- ▶ **阿联酋**：2020年11月23日，阿联酋颁布法令（2021年1月2日生效），将允许外国投资者拥有在岸公司100%的所有权，不再需要有当地投资者（之前外资拥有权限制最高为49%）；海外母公司也无需为在岸分支机构指定阿联酋本地代理
- ▶ **澳大利亚**：2020年12月9日，议会通过立法将2020年3月引入的要求外国投资者对涉及敏感国家安全的土地或企业（包括开办此类企业）的所有投资，不论其价值如何，都必须获得批准的临时性措施确定为永久性措施
- ▶ **意大利**：2020年12月25日，意大利的《2020年12月18日第176号法律》正式生效，它将2020年4月颁布实施的外国直接投资特别筛选制度的期限延长至2021年6月30日。在该日期之前，来自欧盟（控股权益）和来自欧盟以外（10%投票权）的战略部门的特定意大利企业的收购仍需要申报

资料来源：UNCTAD Investment Policy Monitor、中国商务部、人民日报、新华网、香港贸易发展局、安永分析

海外并购交易 (M&A)

▶ 宣布的海外并购总额

464.1亿美元

同比
下降46.2%

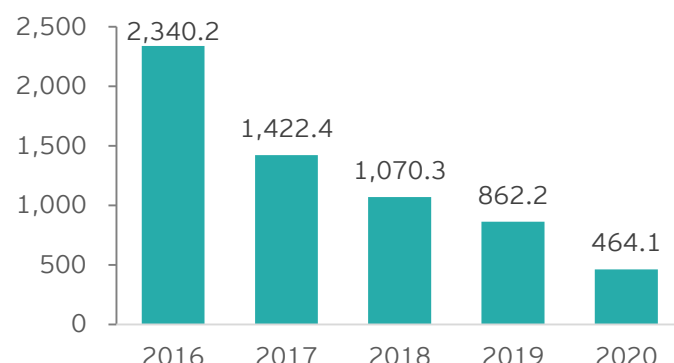
▶ 宣布的海外并购数量

530宗

同比
下降18.5%

第四季度中企海外并购大幅回升，宣布的并购金额较三季度上升122%

图表2：2016-2020年中企海外并购情况 (亿美元)



行业分析

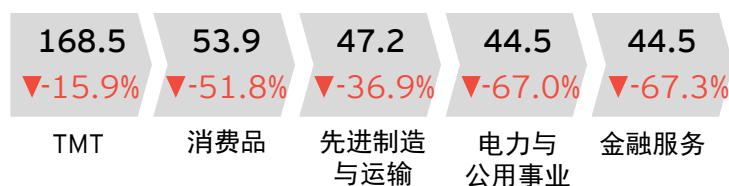
▶ 按交易金额计，前三大行业为TMT、消费品以及先进制造与运输，其中TMT占比达36%，大幅领先其他行业宣布的并购额，主要投资于低敏感的硬件制造、软件开发及IT服务等领域。本期亮点为医疗与生命科学行业，逆势成为唯一录得增长的行业，宣布的并购金额为22.7亿美元，同比增加7.2%，重点投资细分领域为生物技术、药品研发及医疗器械等

▶ 按交易数量计，前三大行业TMT、金融服务业及先进制造与运输业，共占总量的52.1%；其中，仅金融服务业（增长12.7%）和TMT（增长0.7%）并购数量录得增长，其他行业的并购数量均有下降

尽管医疗行业目前总量仍较小，但新冠疫情的爆发对医药行业的发展起到巨大的推动作用，发展前景广阔

图表3：2020年前五大并购行业

按交易金额（单位：亿美元，%为同比增长率）



按交易宗数（单位：宗，%为同比增长率）



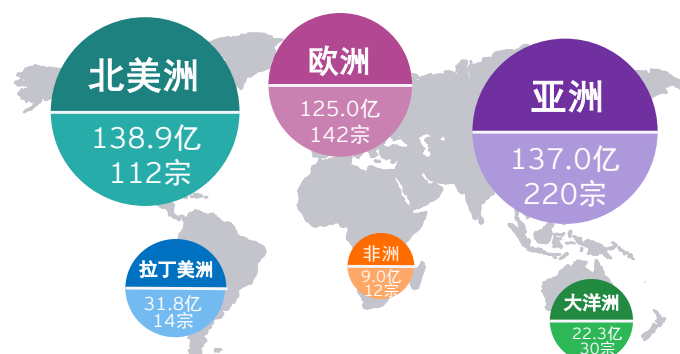
资料来源：中国商务部、ThomsonOne、Mergermarket，包括香港、澳门和台湾的对外并购交易，数据包括已宣布但尚未完成的交易，下载于2021年1月4日；安永分析

区域分析

北美洲 138.9亿美元 ▼ 同比下降38%

- ▶ 主要投向TMT、消费品和金融服务业
- ▶ 2021年，随着美国新政府就职，美国政策的稳定性和持续性有望改善
- ▶ 受疫情冲击，美国经济也在快速地进行数字化转型，预计未来中美企业在数字经济领域的合作与竞争将都将进一步增加
- ▶ 尽管中美关系仍存在诸多不确定性，但美国市场仍是众多中国跨国企业的重要市场之一，安永建议中企持续关注并量化地缘政治风险，提高风险管控的主动性和灵活性

图表4：2020年中企海外并购各大洲金额及宗数（金额单位：美元）



图表5：2020年中企海外并购前十大目的地（亿美元）

	目的地	2020	2019	同比增长
1	美国	131.3	156.4	-16.0%
2	德国	51.5	18.1	184.0%
3	智利	30.3	46.2	-34.3%
4	沙特阿拉伯	30.0	-	-
5	韩国	27.9	19.7	41.7%
6	新加坡	27.8	74.1	-62.5%
7	澳大利亚	22.3	41.5	-46.2%
8	英国	20.9	102.2	-79.6%
9	印度	16.3	38.7	-57.9%
10	意大利	14.4	5.3	173.2%

亚洲 137亿美元 ▼ 同比下降44.1%

- ▶ 宣布的海外并购数量占比达四成，同比增加4.3%，成为唯一录得增长的大洲
- ▶ 主要投向消费品、金融服务和TMT；前三大国家为沙特阿拉伯、韩国和新加坡
- ▶ 随着RCEP的签署，亚太区各国经济互动有望更加频繁，贸易壁垒被进一步打破，中日、日韩之间建立了新的自贸伙伴关系。在RCEP下，区域内将建立统一的原产地标准，给予企业更大的灵活性和便利性，促进区域内供应链整合，推动区域内各成员间以及其他地区经济体对RCEP成员国的投资

欧洲 125亿美元 ▼ 同比下降48.6%

- ▶ 近年来中企对欧洲投资大幅萎缩，2020年宣布的并购额仅为2016年高峰期的13%左右；对德国和意大利的投资有较大幅度的增长
- ▶ 主要投向TMT，房地产、酒店与建造以及先进制造与运输业
- ▶ 2020年底《中欧投资协定》谈判的如期完成为未来中欧增加投资合作奠定了基础，在协定下，欧盟27个成员国都将适用统一的投资规则，有助于减少中企投资成本，打破投资壁垒，创造更有利的营商环境，推动中欧更高层次相互开放
- ▶ 预计2021年中企对欧洲投资将进一步增加，可关注可再生能源和数字经济等领域

拉丁美洲 31.8亿美元 ▼ 同比下降66.9%

- ▶ 超九成投向电力与公用事业
- ▶ 主要投资目的地为智利和秘鲁

大洋洲 22.3亿美元 ▼ 同比下降51.2%

- ▶ 五成投向房地产、酒店与建造，近三成投向采矿与金属

非洲 9亿美元 ▲ 同比增长17%

- ▶ 超七成投向采矿与金属
- ▶ 主要投资目的地刚果民主共和国和尼日利亚

资料来源：中国商务部、新华网；ThomsonOne、Mergermarket，包括香港、澳门和台湾的对外并购交易，数据包括已宣布但尚未完成的交易，下载于2021年1月4日；安永分析



海外投资退出 (Divestment)

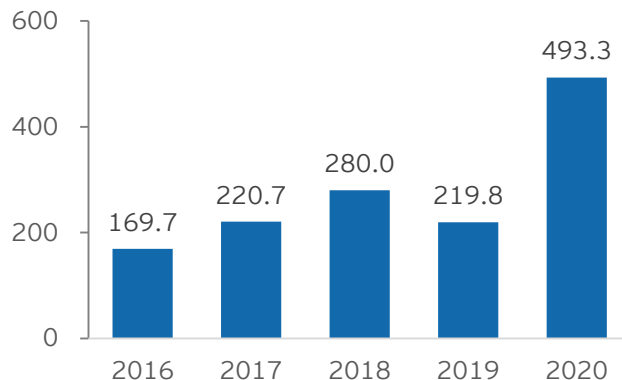
▶ 宣布的海外投资退出项目金额

493.3亿美元

▲ 同比
增长124%

- ▶ 全年中企宣布的海外投资退出项目首次超过全年宣布的并购总额
- ▶ 安永预计未来随着中企海外投资存量不断增加，国际化发展更加成熟，项目退出也将成为资本循环的常态环节
- ▶ 安永建议中企应做好事前筹划，最大化实现退出收益，提高资本循环效率

图表6：2016-2020年中企宣布的海外退出项目金额（亿美元）



对外承包工程 (EPC)

▶ 中国对外承包工程新签合同额

2,555.4亿美元

▼ 同比
下降1.8%

▶ 在“一带一路”沿线新增

1,414.6亿美元

▼ 同比
下降8.7%

▶ 完成营业额

1,559.4亿美元

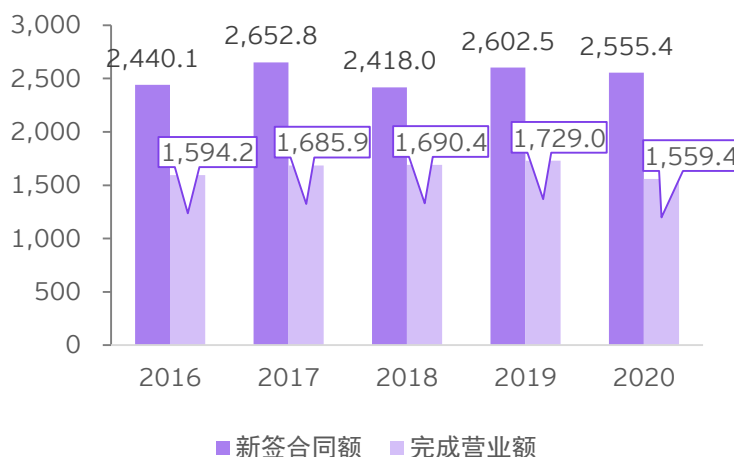
▼ 同比
下降9.8%

▶ 在“一带一路”沿线完成

911.2亿美元

▼ 同比
下降7%

图表7：2016-2020年中国对外承包工程新签合同额（亿美元）



- ▶ 中企承揽的境外基础设施类工程项目5,500多个，累计新签合同额超过2,000亿美元，占当年合同总额的80%
- ▶ 一般建筑和水利建设类项目新签合同额增长较快，同比分别增长37.9%和17.9%
- ▶ 疫情对海外施工进度造成一定影响，承包工程项下外派人员同比减少超三成

资料来源：中国商务部、ThomsonOne、Mergermarket，包括香港、澳门和台湾的对外并购交易，数据包括已宣布但尚未完成的交易，下载于2021年1月26日；安永分析





联系人

大中华区

	陈凯 安永中国主席、大中华区 首席执行官、全球管理委 员会成员 +86 10 5815 4057 jack.chan@hk.ey.com 北京		周昭媚 中国海外投资业务部 全球主管 +852 2629 3133 loletta.chow@hk.ey.com 香港		吕晨 中国海外投资业务部全球 税务主管 +86 21 2228 2798 jesse.lv@cn.ey.com 上海		苏丽 战略与交易咨询大中华区主管 +86 21 2228 2205 erica.su@cn.ey.com 上海
	朱亚明 战略与交易咨询华北区主管 +86 10 5815 3891 alex.zhu@cn.ey.com 北京		郝进军 中国企业海外投资税务 中心联合主管 +86 10 5815 2805 julie.hao@cn.ey.com 北京		张顺源 国际及并购重组税务咨询合伙人 安永（中国）企业咨询有限公司 +86 21 2228 8789 soonien.chong@cn.ey.com 上海		刘国华 财务会计咨询服务大中华区主管 +86 21 2228 2816 lawrence.lau@cn.ey.com 上海
	张德华 大中华区咨询服务首席运 营官 +86 21 2228 5975 edward.chang@cn.ey.com 上海		林忠 博士 管理合伙人 瑛明律师事务所* +86 21 2228 8358 zlin@chenandco.com 上海		张毅强 审计合伙人 安永华明会计师事务所 （特殊普通合伙） +86 10 5815 2086 wood.zhang@cn.ey.com 北京		何玉琼 中国海外投资业务部 +81 70 2462 3618 michelle.ho@jp.ey.com 日本

*瑛明律师事务所为安永成员机构

区域领导

► 美洲区

	张晓青 中国海外投资业务部 美洲区主管 +1 617 375 3792 xiaoqing.zhang@ey.com 美国波士顿
--	---

	肖楚强 中国海外投资业务部 加拿大主管 +1 416 943 2943 eric.c.xiao@ca.ey.com 加拿大多伦多
---	--

	张嘉琪 中国海外投资业务部 南美洲主管 +55 11 9625 2084 fernanda.chang@br.ey.com 巴西圣保罗
---	---

► 亚太区

	李强 中国海外投资业务部 大洋洲主管 +61 2 9248 5008 john.li@au.ey.com 澳大利亚悉尼
---	---

► 欧洲、中东、印度及非洲 (EMEIA) 区

	徐清华 中国海外投资业务部 EMEIA区主管 +33 1 4693 4363 qinghua.xu- pionchon@fr.ey.com 法国巴黎
--	---

	孙轶 中国海外投资业务部 德国、瑞士、奥地利主管 +49 211 9352 20153 yi.sun@de.ey.com 德国杜塞尔多夫
---	--

	李素雯 中国海外投资业务部 英国、爱尔兰主管 +44 20 7951 7952 slee1@uk.ey.com 英国伦敦
---	--

	许润翔 中国海外投资业务部 东盟主管 +65 6309 6275 adrian.koh@sg.ey.com 新加坡
---	---

安永中国海外投资业务部

中国海外投资业务部（China Overseas Investment Network，简称“COIN”）将安永全球的专业人员联接在一起，促进相互协作，为中国企业的国际化发展提供全球一致的高质量服务。安永在美洲、EMEIA和亚太各大区设置了专业的中国商业顾问团队，服务网络覆盖全球超过70个国家和地区。我们全球一体的服务网络使我们能调动有敬业精神、具有丰富当地经验及深厚行业知识的专业团队为我们的客户提供海外投资前、中、后各个阶段全程一站式的专业服务，帮助客户驾驭全球市场。

EY 安永 | Assurance 审计 | Tax 税务 | Strategy and Transactions 战略与交易 | Consulting 咨询

关于安永

安永是全球领先的审计、税务、战略、交易和咨询服务机构之一。我们的深刻洞察和优质服务有助全球各地资本市场和经济体建立信任和信心。我们致力培养杰出领导人才，通过团队协作落实我们对所有利益相关方的坚定承诺。因此，我们在为员工、客户及社会各界建设更美好的商业世界的过程中担当重要角色。

安永是指 Ernst & Young Global Limited的全球组织，也可指其一家或以上的成员机构，各成员机构都是独立的法人实体。Ernst & Young Global Limited是英国一家担保有限公司，并不向客户提供服务。请登录 ey.com/privacy，了解安永如何收集及使用个人信息，以及个人信息法律保护下个人所拥有权利的描述。如欲进一步了解安永，请浏览ey.com。

© 2021 安永，中国

版权所有。

APAC no. 03011798

ED None.

本材料是为提供一般信息的用途编制，并非旨在成为可依赖的会计、税务、法律或其他专业意见。请向您的顾问获取具体意见。

ey.com/cn/coin

关注微信公众号

扫描二维码，获取最新信息。

安永



安永中国海外投资业务部



引航——安永“一带一路”资讯微平台



点击浏览中文版

Overview of China outbound investment of 2020

Enter



Loletta Chow

Global Leader of EY China Overseas Investment Network

"In 2020, China launched the dual circulation economic strategy to promote development. The country enhanced supply-side reforms to drive domestic demands and experienced a vibrant economic recovery. On the other hand, it fostered multilateral international cooperation and reached major breakthroughs with Asia-Pacific and the European Union (EU) economies. The signing of the *Regional Comprehensive Economic Partnership (RCEP)* gave birth to the world's largest free trade zone. The on-schedule conclusion of the negotiations for the *Comprehensive Agreement on Investment (CAI)* will pave the way toward deeper economic and trade cooperation between China and EU countries. This is good news to the Chinese investors going abroad, who can be benefitted by a set of consistent investment rules under the CAI when investing in the EU, which can alleviate investment costs, lower trade barriers and enhance business environments. It is believed that these developments have strengthened confidence and motivation to the recovery of the world economy. The overseas market development is necessary to complement domestic circulation, which forms the foundation and protection of the Chinese economy. Chinese enterprises will continue to actively participate in international cooperation and competition, and this will contribute to a healthier and more sustainable development in the internal circulation within China. Though the pandemic is expected to continue to impact global cross-border investment in the short term, Chinese enterprises may utilize opportunities brought by the recent breakthroughs in multilateral cooperation and achieve more stable and longer-term development in overseas markets."



China's overall outward direct investment (ODI) amounted to US\$132.9 billion, **up 3.3%** year-on-year (YOY), and non-financial ODI amounted to US\$110.2 billion, down 0.4% YOY. **Belt and Road (B&R) non-financial ODI grew 18.3%**, representing 16.2% of the total, 2.6 percentage points higher than the previous year



The announced value of China overseas mergers and acquisitions (M&As) totaled US\$46.4 billion, down 46.2% YOY; 530 deals were announced, down 18.5% YOY. **The momentum for China overseas M&As rebounded sharply in Q4 and the announced transaction volume was more than doubled compared to Q3**

- ▶ TMT* was the most favored sector in China overseas M&As. Other key sectors included consumer products as well as advanced manufacturing & mobility. The M&A value of the top three sectors accounted for 58.1% of the total. The **health care and life sciences sector** was the only one that recorded an increase by deal value despite the downward market (**up 7.2% YOY**)
- ▶ North America and Asia were the most popular destinations for China overseas M&As, each taking up around 30% of the total investment value. China overseas M&As in all continents decreased, except for Africa, which recorded a growth by value. China overseas M&As in **Germany, Italy, Saudi Arabia and South Korea increased against the trend**. By deal volume, about 40% of announced China overseas M&As took place in Asia, up 4.3% YOY, and it was the only continent that recorded an increase in deal volume



The COVID-19 pandemic added financial pressures on some Chinese companies. In 2020, the announced value of China overseas divestments reached US\$49.3 billion, **up 124% YOY**, and it **exceeded the M&A value in the same year for the first time**



China overseas engineering, procurement and construction (EPC) projects continued to develop steadily. The total value of newly-signed EPC contracts slightly dropped 1.8% YOY to US\$255.5 billion and about 80% of them were related to infrastructure. The EPC turnover was US\$155.9 billion, down 9.8% YOY

*Note: TMT sector refers to technology, media & entertainment and telecommunications

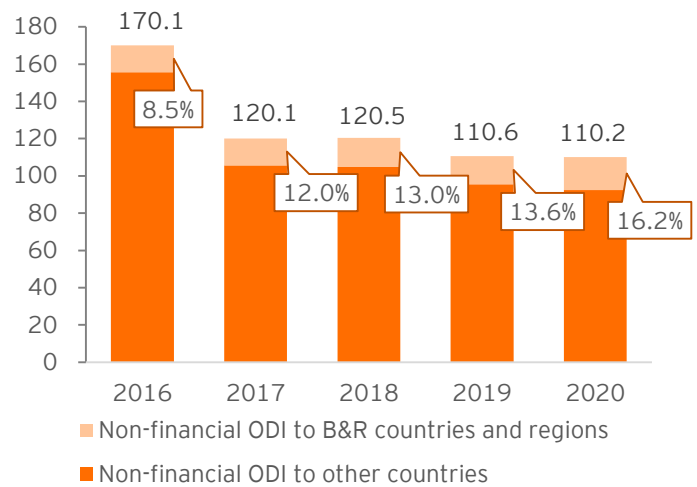


ODI

- China's overall ODI
US\$132.9 billion ▲ Up 3.3% YOY
- Non-financial ODI
US\$110.2 billion ▼ Down 0.4% YOY
 - B&R non-financial ODI
US\$17.8 billion ▲ Up 18.3% YOY

The investments mainly went to leasing & business services, wholesale & retail, scientific research & technical services, and electricity production & supply areas. The investments in leasing & business services were up 17.5% at US\$41.8 billion, wholesale & retail up 27.8% at US\$16.1 billion, scientific research & technical services up 10.3%, electricity production & supply up 18.1%, respectively

Figure 1: China's non-financial ODI, 2016-2020 (US\$ billion)



Global investment policy tracker

The Export Control Law was officially passed and it went into effect on 1 Dec 2020. It provides policy tools for the authorities to implement comprehensive and flexible export control in response to the changing international landscape

China and the EU concluded the negotiations on CAI. The EU will open further to China in energy wholesale and retail markets, renewable energy markets, etc. For liberalization commitments, the agreement follows a negative listing approach in specific Annexes for National Treatment, etc. Both sides will also relax market access and commit more favored policies

The Protocol to Upgrade the China-New Zealand Free Trade Agreement was signed. New Zealand confirmed to relax the threshold for reviewing investments made by Chinese enterprises--NZ\$100 million for Chinese government investment and NZ\$200 million for non-government investors is (compared to the review threshold at NZ\$10 million under previous China-New Zealand FTA)

2020/10/17

2020/11/15

2020/12/30

2021/1/9

2021/1/26

RCEP was signed and it includes provisions for investment protection in the areas of foreign exchange transfer and compensation for losses, in addition to provisions for investment facilitation such as dispute prevention and resolution. The agreement set out a higher level of opening commitments as RCEP members will adopt negative listing approach on investment in manufacturing, agriculture, forestry, fisheries, mining, etc

The Ministry of Commerce of China released the *Rules on Counteracting Unjustified Extra-territorial Application of Foreign Legislation and Other Measures* to protect legitimate rights and interests of Chinese citizens, legal persons or other organizations overseas and to maintain normal economic and trade order

Foreign policy

- Philippines:** On 20 October 2020, the Department of Energy released a circular that allows for 100% foreign ownership in large-scale geothermal exploration, development, and utilization projects. However, there are some conditions that foreign investors should meet, such as a minimum investment cost of about US\$50 million and it should be implemented under the *Financial and Technical Assistance Agreement (FTAA)* as provided under the country's constitution
- United Kingdom:** On 11 November 2020, the UK Government released the draft *National Security and Investment Bill*, which would introduce mandatory filings in certain key sectors, such as civil nuclear, communications, defense, data infrastructure, energy, transport, satellite and space technologies, etc. The bill also grants the British government the power to review all transactions involving national security and implement "corresponding remedial measures" after the transaction is determined to pose a risk to national security
- Spain:** On 19 November 2020, the *Royal Decree-Law 34/2020* relating to urgent measures against the COVID-19 pandemic came into force. It prolongs the regime of suspension of liberalization of certain foreign direct investments in Spain until 30 June 2021. Under the regime, all FDI in listed companies as well as unlisted companies requires prior clearance, if the investment value exceeds 500 million euros. This applies to an acquisition of 10% or more of stock. Furthermore, the Royal Decree-Law specifies sectors, in which foreign investment is subject to advance screening. New additions include: 1) critical and dual-use technologies such as telecommunications, artificial intelligence, robotics, semiconductors, cybersecurity, aerospace, defense, energy storage, quantum and nuclear technologies, nanotechnologies, biotechnologies, advanced materials and advanced manufacturing systems; 2) supply of fundamental inputs, in particular energy, or those related to strategic connectivity services or raw materials, as well as food security; and 3) media
- United Arab Emirates (UAE):** On 23 November 2020, under the federal decree issued by the UAE authorities, which came into force on 2 January 2021, a company can be up to 100% foreign-owned (from previous maximum of 49%). The Decree removes the requirement for foreign branches to have a UAE national or local company as a registered agent
- Australia:** On 9 December 2020, the Parliament passed legislation to make the \$0 monetary threshold for mandatory screening of investments (including starting such a business) in sensitive national security businesses, introduced as a temporary measure in March 2020, permanent
- Italy:** On 25 December 2020, the *Law of 18 December 2020, no. 176* went into force. The new law extends the temporal scope of application of the special FDI screening regime introduced in April 2020 to 30 June 2021. Until that date, acquisitions of certain Italian businesses in strategic sectors originating from the EU (controlling interests) and from outside the EU (10% of voting rights) are subject to notification

Sources: UNCTAD Investment Policy Monitor; China Ministry of Commerce (MOFCOM); People's Daily; Xinhuanet; HKTDG; EY analysis



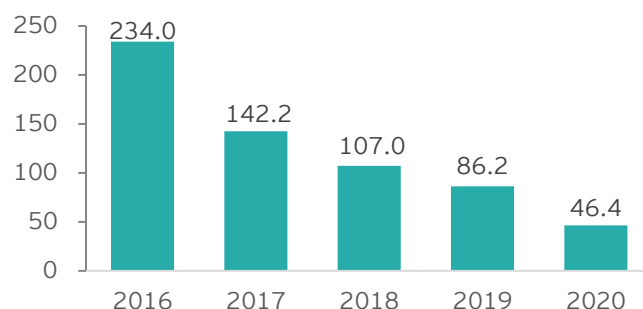
M&A

► Announced value
US\$46.4 billion ▼ Down 46.2% YOY

► Announced deal volume
530 deals ▼ Down 18.5% YOY

The momentum for China overseas M&As rebounded sharply in Q4 and the announced transaction value increased by 122% from Q3

Figure 2: Announced value of China overseas M&As, 2016-2020 (US\$ billion)

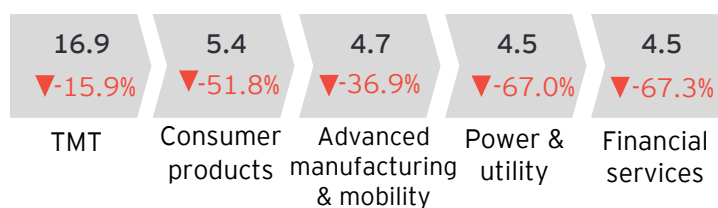


Sector analysis

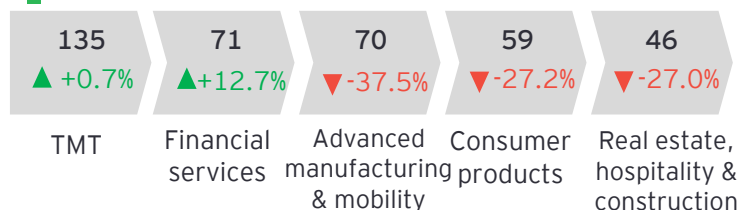
- By deal value, TMT, consumer products and advanced manufacturing & mobility were the top three sectors. Among which, TMT made up 36% of the total, well ahead of announced deal value of other sectors. Investments were primarily made in low-sensitive hardware manufacturing, software development, IT services, etc. Notably, the health care and life sciences sector was the only one that saw China overseas M&A value increasing during the year at US\$2.3 billion, up 7.2% YOY. Major invested segments were biotechnology, drug research & development, medical devices, etc
- By deal volume, TMT, financial services, and advanced manufacturing & mobility were the top three sectors, representing 52.1% of the total. We only saw increases in the financial services (up 12.7%) and TMT (up 0.7%) sectors by deal volume while that of other sectors decreased

Figure 3: Top five sectors of China overseas M&As in 2020

■ By deal value (US\$ billion, %YOY)



■ By deal volume (Number of deals, %YOY)



The absolute value of overseas health care M&As may look small but the sector is likely to present a promising future for Chinese investors following the COVID-19 pandemic

Sources: MOFCOM; ThomsonOne, Mergermarket, including data from Hong Kong, Macau and Taiwan and deals that have been announced but not yet completed, downloaded on 4 January 2021; EY analysis



Geographical analysis

North America

US\$13.9 billion ▼ Down 38% YOY

- ▶ Key sectors were TMT, consumer products and financial services
- ▶ As the new US administration assumed office in 2021, there could be greater stability and continuity in the country's policy-making
- ▶ The pandemic severely affected the US economy and led to rapid digital transformation. More cooperation and competition could be observed among businesses from China and the US in the area of the digital economy
- ▶ Considering the evolving Sino-US relations and that the US is one of the major markets for Chinese multinational enterprises, Chinese investors are recommended to make use of a systematic and quantifiable approach toward geo-political risks to ensure responsive and resilient risk management

Figure 4: China overseas M&As by continent in 2020 (by deal value in US\$ billion and deal volume)

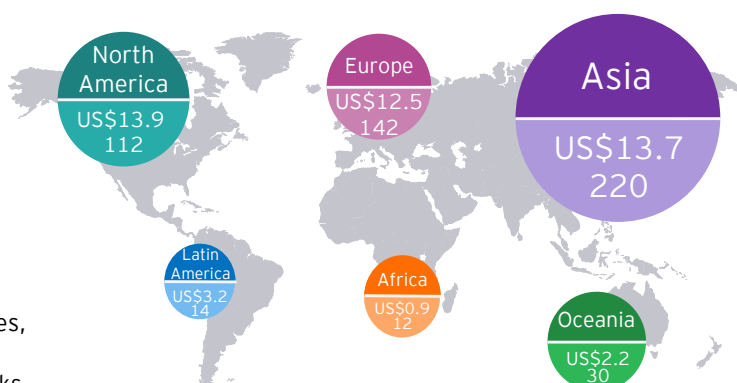


Figure 5: Top 10 destinations of China overseas M&As in 2020 (US\$ billion)

	Country	2020	2019	Growth%
1	US	13.1	15.6	-16.0%
2	Germany	5.1	1.8	184.0%
3	Chile	3.0	4.6	-34.3%
4	Saudi Arabia	3.0	-	-
5	South Korea	2.8	2.0	41.7%
6	Singapore	2.8	7.4	-62.5%
7	Australia	2.2	4.2	-46.2%
8	UK	2.1	10.2	-79.6%
9	India	1.6	3.9	-57.9%
10	Italy	1.4	0.5	173.2%

Asia

US\$13.7 billion ▼ Down 44% YOY

- ▶ Chinese announced deals in Asia accounted for 40% of the total volume, up 4.3% YOY, which was the only continent that recorded growth
- ▶ Key sectors were consumer products, financial services and TMT whereas Saudi Arabia, South Korea and Singapore were popular destinations
- ▶ Robust economic interaction and lowered trade barriers might be seen in the Asia-Pacific region following the signing of the RCEP. A new free trade partnership has been created between China and Japan as well as between Japan and South Korea. Under the RCEP, a consistent standard on the place of origin will be adopted in the region, providing enterprises with greater flexibility and convenience. This will enhance the integration of the regional supply chain and encourage further intra-region investments within the RCEP signatories and foreign direct investment by other geographies into the RCEP region

Latin America

US\$3.2 billion ▼ Down 66.9% YOY

- ▶ Over 90% went to power & utility
- ▶ Chile and Peru were the popular destinations

Europe

US\$12.5 billion ▼ Down 48.6% YOY

- ▶ China overseas M&As in Europe decreased markedly these years and the value of announced China overseas deals in Europe during 2020 was just 13% of that of 2016 at its peak
- ▶ Key sectors were TMT, real estate, hospitality and construction, as well as advanced manufacturing & mobility
- ▶ The conclusion of the negotiations for the CAI was on schedule and it will pave the way for more investment room among businesses in China and the EU. Under the CAI, a set of consistent investment rules are expected to be applicable to the 27 EU members to lower trade barriers and enhance business environments. The higher level of market openings between China and the EU will benefit Chinese investors looking for outbound opportunities
- ▶ In 2021, Chinese outbound investors are expected to be active in Europe potentially in the sectors of renewable energy, digital economy, etc

Oceania

US\$2.2 billion ▼ Down 51.2% YOY

- ▶ 50% went to real estate, hospitality & construction; nearly 30% to mining & metals

Africa

US\$0.9 billion ▲ Down 17% YOY

- ▶ Over 70% went to mining & metals
- ▶ Democratic Republic of Congo and Nigeria were the popular destinations

Sources: MOFCOM, Xinhuanet; ThomsonOne, Mergermarket, including data from Hong Kong, Macau and Taiwan and deals that have been announced but not yet completed, downloaded on 4 January 2021; EY analysis



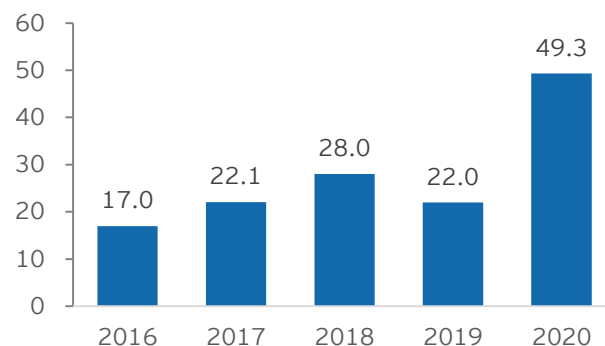
Divestments

- ▶ The announced value of China overseas divestments ▲ Up 124% YOY

US\$49.3 billion

- ▶ The announced value of China overseas divestments exceeded the total M&A value in the same year for the first time
- ▶ As the stock of China outbound investment continue to grow and their international development becomes more mature, Chinese investors may navigate through the capital agenda more often
- ▶ It will be important to make thorough planning for efficient capital circulation and value maximization including in the event of exit

Figure 6: China overseas divestments by value, 2016-2020 (US\$ billion)



Overseas EPC

- ▶ The total value of newly-signed China overseas EPC contracts ▼ Down 1.8% YOY

US\$255.5 billion

- ▶ In B&R countries and regions ▼ Down 8.7% YOY

US\$141.5 billion

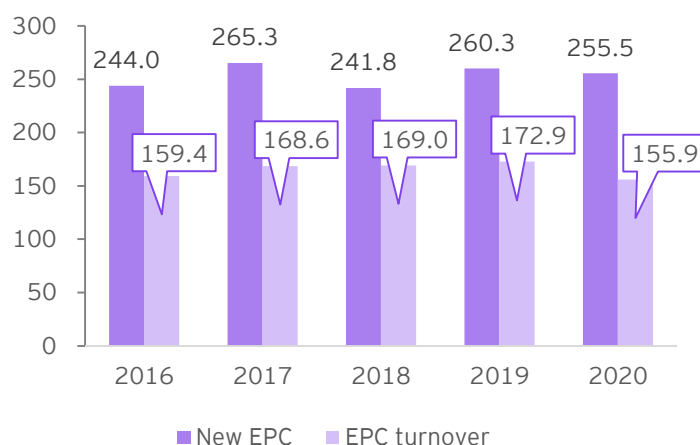
- ▶ The total overseas EPC turnover ▼ Down 9.8% YOY

US\$155.9 billion

- ▶ In B&R countries and regions ▼ Down 7% YOY

US\$91.1 billion

Figure 7: Value of newly-signed China overseas EPC contracts, 2016-2020 (US\$ billion)



- ▶ About 80% of the total overseas EPC contracts, more than US\$200 billion by value, were related to infrastructure involving more than 5,500 projects
- ▶ Newly-signed overseas EPC contracts of general and hydraulic construction increased by 37.9% and 17.9% respectively
- ▶ The movement of expatriates on contracted projects was affected by the pandemic and recorded a 30% reduction

Sources: MOFCOM; ThomsonOne, Mergermarket, including data from Hong Kong, Macau and Taiwan and deals that have been announced but not yet completed, downloaded on 26 January 2021; EY analysis



China

	Jack Chan Chairman, China Regional Managing Partner, Greater China Member of The Global Executive +86 10 5815 4057 jack.chan@hk.ey.com Beijing		Loletta Chow Global COIN Leader +852 2629 3133 loletta.chow@hk.ey.com Hong Kong		Jesse Lv Global COIN Tax Leader +86 21 2228 2798 jesse.lv@cn.ey.com Shanghai		Erica Su Strategy and Transaction Services Leader, Greater China +86 21 2228 2205 erica.su@cn.ey.com Shanghai
	Alex Zhu Strategy and Transaction Services Leader, China North +86 10 5815 3891 alex.zhu@cn.ey.com Beijing		Julie Hao Co-Leader China Tax Outbound Center +86 10 5815 2805 julie.hao@cn.ey.com Beijing		Soon Yen Chong International Tax and Transaction Services Partner Ernst & Young (China) Advisory Limited +86 21 22288789 soonyen.chong@cn.ey.com Shanghai		Lawrence Lau Financial Accounting Advisory Services Leader, Greater China +86 21 2228 2816 lawrence.lau@cn.ey.com Shanghai
	Edward Chang Consulting Chief Operating Officer, Greater China +86 21 2228 5975 edward.chang@cn.ey.com Shanghai		Zhong Lin Managing Partner Chen & Co. Law Firm +86 21 2228 8358 zlin@chenandco.com Shanghai		Wood Zhang Audit Partner Ernst & Young Hua Ming LLP +86 10 5815 2086 wood.zhang@cn.ey.com Beijing		Michelle Ho COIN Associate Partner Ernst & Young +81 70 2462 3618 michelle.ho@jp.ey.com Japan

*Chen & Co. Law Firm is a member firm of EY

Regional Leaders

Americas



Shau Zhang
Americas Area COIN Leader
+1 617 375 3792
xiaoping.zhang@ey.com
Boston, USA



Eric Xiao
Canada COIN Leader
+1 416 943 2943
eric.c.xiao@ca.ey.com
Toronto, Canada



Fernanda Chang
South America COIN Leader
+55 11 9625 2084
fernanda.chang@br.ey.com
San Paulo, Brazil

Asia-Pacific



John Li
Oceania COIN Leader
+61 2 9248 5008
john.li@au.ey.com
Sydney, Australia

EMEIA



Qinghua Xu-pionchon
EMEIA Area COIN Leader
+33 1 4693 4363
qinghua.xu-pionchon@fr.ey.com
Paris, France



Yi Sun
Germany, Switzerland
and Austria COIN Leader
+49 211 9352 20153
yi.sun@de.ey.com
Dusseldorf, Germany



Suwin Lee
The United Kingdom and
Ireland COIN Leader
+44 20 7951 7952
slee1@uk.ey.com
London, UK



Adrian Koh
ASEAN COIN Leader
+65 6309 6275
adrian.koh@sg.ey.com
Singapore

EY China Overseas Investment Network (COIN)

The China Overseas Investment Network (COIN) connects EY professionals around the globe, facilitates collaboration and provides consistent and coordinated services to our Chinese clients to make outbound investments. Building on the existing China Business Group in the Americas, EMEIA, and Asia-Pacific areas, COIN has expanded our network to over 70 countries and territories around the world. COIN is part of EY's commitment to provide seamless and high-quality client services, worldwide, to Chinese companies going overseas and doing business overseas. Our globally integrated structure enables us to deploy dedicated teams with strong local experience and deep industry knowledge to provide seamless services to our clients.

EY | Assurance | Tax | Strategy and Transactions | Consulting

About EY

EY is a global leader in assurance, tax, strategy, transaction and consulting services. The insights and quality services we deliver help build trust and confidence in the capital markets and in economies the world over. We develop outstanding leaders who team to deliver on our promises to all of our stakeholders. In so doing, we play a critical role in building a better working world for our people, for our clients and for our communities.

EY refers to the global organization, and may refer to one or more, of the member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. Information about how EY collects and uses personal data and a description of the rights individuals have under data protection legislation are available via ey.com/privacy. For more information about our organization, please visit ey.com.

© 2021 Ernst & Young, China
All Rights Reserved.
APAC no. 03011798
ED None.

This material has been prepared for general informational purposes only and is not intended to be relied upon as accounting, tax, legal or other professional advice. Please refer to your advisors for specific advice.

ey.com/cn/coin

Follow us on WeChat:

Scan QR code and stay up to date with the latest EY and COIN news.

EY



COIN



EY Belt and Road Navigator

