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细

# 第二次提案 (更新)

水

China Merchants China Direct Investments Limited 招商局中國基金 (133 HK)



派

于2024年7月2号首次发布 于2024年10月4号更新 更新部分以红色字体显示 ■ WeChat 微信: ASM\_Argyle

WhatsApp: +852 6317 6371

UnlockValueChinaMerchants.com ChinaMerchants@asmhk.com



股价均以2024年10月3日价格为参考价格



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# 提案总结

- 2024年1月5日及7月2日,我们,Argyle Street Management (ASM),公布了关于如何释放招商局中国基金有限公司("中国基金",股票代码133.HK)价值的提案。
- 自那时起,我们便与中国基金和众多中国基金的股东保持持续沟通。
- 中国基金的核心问题是:它的股价相较于其净资产(Net Asset Value)的折价远大于其他知名的封闭式基金,然而中国基金支付给投资经理的费用远远高于其他知名的封闭式基金。
- 在2024年9月26日, 我们邀请了众多股东共同交流对中国基金的看法。
- 在听取了众多股东的反馈后, 我们修订提案如下(修订部分以红色标注):
  - 1 回购要约:中国基金应该提出回购要约方案,以较净资产折让10%的价格回购中国基金已发行股份的20%。
  - 2 折价管理计划:中国基金应该实施多阶段的"折价管理计划",逐步缩小折价至30%,最终缩小至20%。
  - 3 通过简化管理人员来降低费用:投资经理应该把收费下调45%。目前,诸立力先生拥有投资经理 45%的股份。我们建议将管理人员替换为招商局集团全资拥有的公司,现有团队(除诸立力先生和 简家宜女士外)应该迁移到新的管理公司。
  - 4 问责机制:投资管理协议按年度续签(而不是每三年续签一次)新增
  - 5 利益一致:将投资经理收取的费用与股价表现情况挂钩 新增
  - 6 改善投资者关系:定期路演,更好、更频繁的信息披露。



### 中国基金股价相对于净资产值的折价幅度要远大于同行

· 中国基金的主要问题是其较大的NAV折价。

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- 即使在最近的股价反弹之后,中国基金的股价仍仅为其净资产值的0.48倍。
- 而其他知名的专注于中国的封闭式基金的股价相较于其净资产值价格约为0.8-0.9倍。

基金名称	市值 (百万美元)	代码	股价/净资产比值
HSBC China Dragon Fund 汇丰中国翔龙基金	58	820 HK	0.85x
Morgan Stanley China A Share Fund 摩根斯坦利中国A股基金	245	CAF US	0.85x
Templeton Dragon Fund Inc 邓普顿龙基金	247	TDF US	0.85x
JPMorgan China Growth & Income 摩根大通中国基金	280	JCGI LN	0.86x
Fidelity China Special Situations plc 富达中国特殊机会基金	1,575	FCSS LN	0.88x
Baillie Gifford China Growth Trust plc 柏基中国成长信托	187	BGCG LN	0.85x
中国基金	280	133 HK	0.48x







回购要约方案:以较净资产折让10%的价格回购中国基金已发行股份的20%





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#### 回购要约方案: 以较净资产折让10%的价格回购中国基金已发行股份的20%。

- 我们提议中国基金应该提出回购要约方案,以较净资产折让10%的价格回购中国基金已发行股份的20%。
- 对所有人均公平: 这是向所有股东(包括招商局集团)公开公平的要约计划,所有股东均可以选择接受或不接受该要约。
- 增值效应: 由于回购价格是净资产价值的10%折扣, 回购后每股净资产价值将增加。
- 现金需求: 回购要约将需要1.06亿美元的现金\*:
  - 截至2023年6月30日,中国基金的现金余额为4,200万美元。
  - 对于中国基金将出售哪个资产以筹集回购资金,我们持有灵活态度。
  - 如果现金有限,中国基金可以分批次施行回购(例如,分两次回购,每次回购10%的股份)。

#### • 清洗豁免 (Whitewash wavier) :

- 回购可能导致招商局集团对中国基金的持股比例提高到30%以上,从而触发强制要约。
- 为避免强制要约,招商局集团可以向证监会提出"清洗豁免"申请。
- 作为独立股东, ASM准备赞成此类清洗豁免申请。

# 先例:中国基金在2013年回购了股份。

- 中国基金曾有回购股份的先例。
- 2013年,中国基金以每股20.94港元的价格要约<u>回购</u>了7,917,171股股份(约占其5%的股份),回购价格相对于其当时(2013年3月31日)每股净资产价值(NAV)折价约10%。
- 在要约通函内,董事会表示回购行动"<u>透過要約將部分剩餘資金退還合資格股東亦符合本公司及股東</u> 之利益"。
- 股东们也对回购方案给予了极大支持。在特别股东大会上,99.98%出席并投票的股东赞成回购计划。
- 股份回购方案在股东中广受欢迎。
  - 约59%的股份接受了回购方案(包括最大股东招商局金融集团及其关联方),这是计划回购规模的12倍。

来源: 交易所公告

推行"折价管理计划"



## 什么是"折价管理计划"?

- 许多知名的封闭式基金都有明确的"折价管理计划" (Discount Management Program) ,以维持其折价低于其目标水平。
- 这意味着: 当股价的折价幅度超过预定的目标水平时, 封闭式基金将在公开市场回购股份, 直到折价缩小至目标水平。例如, **富达**(Fidelity)、**摩根大通**(JPMorgan)和**施罗德**(Schroders)的封闭式基金已实施了折价管理计划。
- 在本方案中, 我们将提供这些折价管理计划的案例研究。
- 就像美联储对利率提供前瞻性指引一样,折价管理计划通常是**自我实现**的:一旦封闭式基金宣布市场信纳的折价管理计划,市场力量的"看不见的手"将会逐步缩小折价。



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# 多阶段的"折价管理计划"

- 我们理解中国基金既投资于上市公司股票也投资于流动性较差的资产。
- 我们建议中国基金实施以下折价管理计划:
  - 在正常市场情况下,中国基金将回购股份,以尽可能地确保其股价不低于以下净资产价值的目标折价水平:

• 第一年: 30%

• 第二年: 25%

• 之后: 20%

- 中国基金应该优先考虑管理折价而非进行新投资。
- 中国基金董事会应该设立折价管理计划委员会,负责执行折价管理计划

#### • 清洗豁免:

- 回购可能导致招商局集团对中国基金的持股比例提高到30%以上,从而触发强制要约。
- 为避免强制要约,招商局集团可以向证监会提出"清洗豁免"申请。
- 作为独立股东, ASM准备赞成此类清洗豁免申请。



### 折价管理计划案例研究: 富达中国特殊机会基金

- Fidelity China Special Situations plc (富达中国特殊机会基金) (富达基金,市值14.21亿美元) 既投资于上市公司股票也投资于非上市公司股票。
- 自2019年起,富达基金执行了折价管理计划,维持其折价小于10%。
- 根据其年报:
  - "[富达基金的]董事会相信,只有当股价接近 每股NAV时,投资者的利益得到最好的保 障…在正常市场条件下,我们设立了折扣管 理机制,以保持公司的折扣率在个位数。
- 如表格所示,在过去5年富达基金已累计回购了11%的股份,这足以维持其年底股价的折价小于10%的水平。



#### 富达基金回购情况

年份	在年内交易的最高折价水平	年内回购的 股份数量 (占已发行 股份的百分 比)	年末的折价 /溢价
2023	15.2%	4.5%	9.7%
2022	10.4%	0.3%	7.5%
2021	13.2%	4.1%	1.1%
2020	17.7%	2.0%	8.6%
2019	14.2%	0.3%	7.9%

\* 来源: 彭博



### 折价管理计划案例研究:摩根大通中国基金

• JPMorgan China Growth & Income plc (摩根大通中国基金) (摩根大通基金,市值3.8亿美元)专注于亚州 (除日本)的股票投资。

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- 摩根大通基金的 折价管理计划 表示:
  - 在正常市场情况下,[摩根大通基金]将通过 回购,以尽可能确保其普通股相对于其[每股 净资产价值]的折价**不超过8%至10**%。
- 如表格所示,在过去五年中,摩根大通基金累计 回购了仅7%的已发行股份。这足以使折扣保持 在小于10%的水平。

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#### 摩根大通基金回购情况

年份	在年内交易 的最高折价 水平	年内回购的 股份数量 (占已发行 股份的百分 比)	年末的折价 /溢价
2023	11.4%	5.9%	9.2%
2022	12.3%	1.0%	9.6%
2021	10.6%	0.1%	8.3%
2020	19.0%	不涉及	(0.6%)
2019	12.8%	不涉及	10.0%

\* 来源: 彭博



### 折价管理计划案例研究:施罗德亚洲总回报投资基金

- Schroder Asian Total Return Investment Co. plc (施 罗德亚洲总回报投资基金) (施罗德基金, 市值 5.5亿美元) 专注于亚州 (除日本) 的股票投资。
- 施罗德基金的折价管理计划表示:
  - "[施罗德基金]继续积极追求其股份交易折 价保持在公司设定的在正常市场条件下5%或 以下的目标。"
- 如表格所示,在过去五年中,施罗德基金累计回购了仅11%的已发行股份。这足以使年底的折价保持在小于6%的水平。

# **Schroders**

#### 施罗德基金回购情况

年份	在年内交易 的最高折价 水平	年内回购的 股份数量 (占已发行 股份的百分 比)	年末的折价 /溢价
2023	8.0%	7.6%	4.6%
2022	6.7%	3.5%	5.8%
2021	3.1%	不涉及	0.2%
2020	16.3%	0.2%	(2.1%)
2019	0.4%	不涉及	(0.7%)

\*来源:彭博



## 折价管理计划案例研究: 铭基亚洲中国基金

- The China Fund 铭基亚洲中国基金 (市值1亿美元) 是一个在美国上市的封闭式基金,基金管理人为铭基亚洲 (Matthews Asia),。铭基亚洲在管资产规模约80亿美元
- 基于其折价管理计划 (于2019年实施):

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- "在任何交易日,只要[铭基亚洲中国基金]的股票交易折价高于当前的阈值(目前为9.5%),铭基亚洲中国基金都将会在公开市场回购其普通股。"
- 铭基亚洲中国基金非常重视折价管理:
  - 其董事会甚至设置了一个特别的"折价管理委员会"
  - 董事会主席还担任折价管理委员会的成员

通过简化管理人员来降低45%的费用



#### 通过简化管理人员来降低45%的费用

- 我们认为目前的管理费和绩效费率过高。
- 目前, Victor Chu China Investments Limited (VCCI) 持有投资经理45%的股权:
  - VCCI的最终受益人是诸立力 (Victor Chu) 和简家宜 (Elizabeth Kan)。
  - 剩下的55%由招商资本持有。
  - 诸先生和简女士还是投资经理的持牌"负责人"。
- 我们已经就诸先生和简女士可能存在的利益冲突、披露和能力问题上进行了详细讨论:
  - 请参考我们于2024年5月31日就上述问题的详细分析。
  - 迄今为止, 他们还没有回答我们的任何问题。
- 在没有任何澄清的情况下, 我们认为诸先生和简女士继续参与中国基金的管理对所有股东都是不利的。
- 我们提议:
  - 中国基金应该由一家完全是招商局集团关联公司全资拥有的管理人来替代现有的管理人。
  - 现有团队(諸立力和簡家宜除外)将迁移到新的管理人下。
  - 费率应该降低45%。
- 结果角度而言,中国基金节省了45%的费用,而招商局集团不会损失任何费用收入。
- 在2023财年,中国基金支付了1,046万美元的管理费,我们的提议每年将为中国基金节省470万美元。



## 中国基金支付的管理费远高于其他封闭式基金

- 中国基金支付的管理费远远高于其他知名的封闭式基金, 然而交易折价更大。
- 将费用降低45%将使费率与市场水平保持一致。

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- 我们理解中国基金投资于上市及非上市股权,而其他同行大多主要投资于上市证券。
- 即使如此, 仅针对上市证券部分, 中国基金投资支付了远高于市场水平的管理费(1.5%-2%每年)。

基金名称	管理费 (每年)	表现费	股价/净资产比值
Morgan Stanley China A Share 摩根斯坦利中国A股基金	<u>1.25%</u>	五	0.85x
Templeton Dragon Fund 邓普顿龙基金	1.0-1.1% (取决于基金规模)	五	0.85x
HSBC China Dragon Fund 汇丰中国翔龙基金	<u>1.5%</u>	五	0.85x
JPMorgan China Growth & Income 摩根大通中国基金	0.75-0.8% (取决于基金规模)	五	0.86x
Fidelity China Special Situations 富达中国特殊机会基金	0.65-0.85% (取决于基金规模)	五	0.88x
中国基金*	上市证券: 1.5-2.0% 非上市证券: 2.0%	净资产高于 高水标部分的8%	0.48x







投资管理协议按年度续签







# 投资管理协议按年度续签

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- 历史来看,中国基金每三年续签一次投资管理协议(2021年, 2018年, 2015年等)
- 三年是上市规则允许的最长期限,并没有什么条款限制更频繁的续签。
- 我们(以及很多其他的股东)认为三年时间太长,这只会导致投资经理的懈怠
- 股东应有权每年对投资经理进行问责。
- 我们提议: 中国基金的投资管理协议应每年续签一次(而不是每三年)。







将投资经理的收费与股价表现情况挂钩新增





## 将投资经理的收费与股价表现情况挂钩

- 目前,投资经理所收取的费用与股东的回报几乎没有关系,
- 以下是目前投资经理收费的安排
  - 管理费\*:
    - 按照上市证券的账面值,以1.5%-2.0%每年的费率收取,即招商银行及科大讯飞的账面值
    - 按照非上市证券的账面值,以2.0% 每年的费率收取
  - 表现费\*: 净资产高于高水标部分的8%
- 这样的费用结构与股东利益并不一致: 历史来看, 即使股价持续走弱, 投资经理依然能够收取高额费用。
- · 这样的费用结构不能够激励投资经理以减少股价与NAV的折价。
- 为确保利益一致, 我们提议: 投资经理的收费应直接与股价表现相关(按照股息情况调整)





改善投资者关系







## 改善投资者关系

- 中国基金的折价幅度要大于同行,部分原因是缺乏感兴趣的投资者。
- 为降低折价,中国基金可以考虑进行更高频的投资者互动和更高水平的透明度。
- 我们提议:
  - 定期路演:中国基金应进行定期路演,以增加投资者对中国基金的兴趣:
    - 我们认为中国基金最近的路演是一个很好的开始。
  - 详细披露各投资的估值方法:
    - 许多股东目前较难就中国基金未上市投资项目估值的公允性进行判断
    - 我们提议中国基金应该于每月披露其各资产的估值方法以及相关参考数据(例如各可比公司的股价、市盈率、市净率、现金流的折现率等)
  - 更好的披露: 中国基金应及时披露其投资和处置资产的情况:
    - 例如: 中国基金于2023年11月20日以3,900万美元的价格出售了其在中国银联的大部分股权,但股东们在156天后披露的2023年年度报告才得知这一重要的资产处置。
    - 更好的披露将有助于缩小与净资产值的折价差距。
  - 发布月度资产简报:
    - 目前,中国基金每个季度才会发布一次其投资组合的情况。
    - 然而,其他知名的专注于中国的封闭式基金 (e.g., JPMorgan摩根大通, Fidelity富达, Templeton富兰克林 邓普顿) 每个月都会发布用户友好的"资产简报"。
    - 我们建议中国基金也应该这样做。
    - 更频繁的披露将有助于缩小与净资产值的折价差距。



附件: 出售招商银行股份







### 出售招商银行股份

- 截至2024年6月,招商银行的股票占其总资产的34%。
- 我们认为, 作为一只基金, 中国基金承担了过多的集中风险。
- 为了筹集回购股票和折价管理计划的资金,中国基金应考虑出售部分招商银行股票。
- 一种可能的解决方案是将招商银行股票出售给母公司招商局集团。
  - 如果中国基金将招商银行股票出售给其母公司,我们建议以略低于市场价出售股票。
  - 出售所得的绝大部分款项应该用于股份回购。
- 考虑到这是一项关联交易,将需要独立股东的批准:
  - · ASM准备赞成出售招商银行股份。
- 这将为中国基金、中国基金股东和招商局集团三方创造价值::
  - 中国基金将拥有更加均衡的投资组合。
  - 中国基金股东将受益于后续的股份回购。
  - 招商局集团可以用折扣价格购买招商银行股票。
  - 并且招商局集团整体将避免被理解为处置招商银行股份。
- •中国基金仅持有0.2%的招商银行股份,这项处置将不会对招商局集团对招商银行的控制权产生实质性影响。



## 先例:中国基金过去出售了绝大多数招商银行股票

- 在2008年至2014年期间,中国基金确实出售了其在招商银行的绝大部分持股。
- •如下表所示,在2008-2014年期间,中国基金出售了1.19亿股招商银行股份,并收回了16.79亿元人民币(或约2.35亿美元)。
- 目前,中国基金仅剩5,520万股招商银行的股份。

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年份	出售招商银行股份数量 (百万股)	所得净款 (人民币百万元)
2008	5.945	89.42
2009	34.00	572.50
2010	59.34	803.00
2011	0	0
2012	12.00	129.64
2013	0	0
2014	8.00	84.73
总计	119.3	1,679.29

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✓ WeChat 微信: ASM\_Argyle

WhatsApp: +852 6317 6371

UnlockValueChinaMerchants.com ChinaMerchants@asmhk.com

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