InterChina Strategy | M&A Advisory

Company Presentation Focusing On Our Chemical Sector Solutions InterChina



英特华

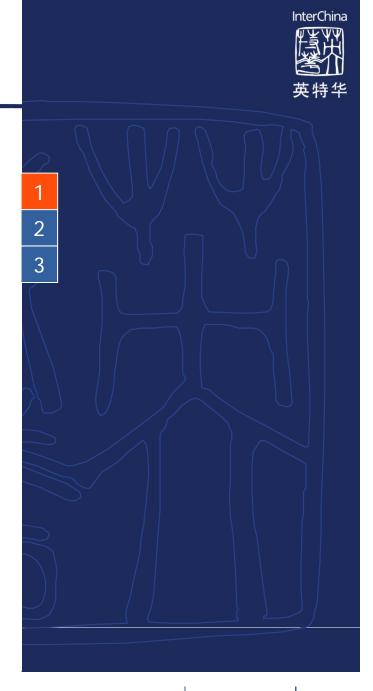


Strategy | M&A Advisory

www.InterChinaConsulting.com

Contents

- InterChina In A Nutshell
- Our Chemical Sector Experience
- Case Studies & Completed Transaction (Selected)



InterChina

Leading Strategy and M&A advisory firm in China



Our Value

- China specialist.
- Strategy and M&A advisory.
- Focused on 5 sectors.
- 20 years of experience.

Our People

- Located in Beijing and Shanghai.
- Multicultural partnership.
- 60 professionals.
- Chinese, senior, industrial background.





Our Clients

- Medium-sized to Fortune 1000.
- 500 strategy projects.
- 165 transactions (USD 6 bn).
- 2/3 of projects are returning clients.

Our Reach: IMAP

- Leading global mid-market M&A organization.
- 40 offices, 31 countries, 500 professionals.
- Over 200 transactions p.a.
- Exclusive China partner since 2006.

Leadership

A team of Western and Chinese professionals









Eduardo Morcillo Managing Partner



James Sinclair Managing Partner



Barry Chen M&A Director



Simon Zhang Strategy Director



Franc Kaiser Director



W. Patrick Cranley Director



Huang Qingbo Partner



Wu Zhifang Partner



Chen Zhaolin Principal

Focused on 5 Sectors





InterChina features dedicated Sector Groups with sectorexperienced consultants and industry specialists. This enables us to quickly drill into the specific key issues, to leverage contact networks, to combine strategic insights with M&A and partnership issues, and to provide tailored solutions that are ahead of the curve, and become long-term partners of our Clients in China.

Consumer & Retail

- FMCG, Food & Beverages
- Consumer Durables
- Retail, Food Services



Healthcare

- Pharmaceuticals
- Medical devices
- Healthcare services



Industrial

- Automotive
- Machinery
- Equipment



Chemicals / Materials

- Chemicals
- Energy & Cleantech
- Infrastructure



Business Services

- Professional services
- Multi-sector solutions
- Outsourcing services



Strategy | M&A Advisory

A symbiotic combination of capabilities and services



Strategy Practice



Strategy

- China Entry.
- Market Development.
- Market Penetration.
- Growth Strategy.
- Profit Protection.
- · Government Affairs.

M&A Advisory Practice



Investment Banking

- Corporate Buy-Outs .
- Divestitures.
- Strategic Alliances.
- Target/ Partner Search.
- Fairness Opinion and Valuations.



Capital Raising/ Debt Advisory

- Capital Raising.
- Project Finance.
- Debt Advisory.
- Corporate Restructuring.

Strategy Practice





We help our Clients making complex decisions, by focusing on top-line growth opportunities and protecting long-term profits. We provide our sector expertise to develop tailor-made solutions that meet our Client's **specific needs** in a changing and more competitive China.

Methods Field-work driven Tailored project Dedicated team Hypothesis-driven **Involving Client** Client buy-in to actions Practical solution **Decisions** (New) target \<u>\</u> markets & Top 10 Chemical segmentation Client Food brand Client Fortune 500 Client Prioritized the Best practices in sales, distribution Identified the right Successful pilot downstream sectors & services in lower-tier cities. / created effective product category. distribution model. Product/ offering OP Q^o modification, market launch Fortune 500 **Machinery Client** MNC Client Localization of **Chemical Client** activity models and investments Strengthened Untapped segment Changed industry position in China by opening with new standard, doubling Go alone versus buying local player. product design. alliances & market share. O partnerships Game-changing **Industrial Client** Luxury brand Client **Healthcare Client** strategies and differentiation Increased Tripled sales by Created new competitiveness via Strategies based product category in rolling out a new integrated lobby on margin the Chinese market. sales organization. strategy. protection

Our practice of **25 consultants** is organized around sector **specializations** with substantial project experience.

Seniors







- Project supervisor/manager.

Ex-global consultancies.

• 5~10 years experience.

• 10~20 years experience.

Sector specialization.

• 80~150 projects.

Strategy.

Consultants









- 40~80 projects.
- · Workstream leader.
- Fieldwork.

Associates









- Overseas MBA.
- 3~5 years experience.
- 10~20 projects.
- Team member.
- · Analysis.

M&A Advisory Practice

InterChina: known for getting the deal done



We originate and execute mid-market buy-side, sale-side and capital raising transactions for both inbound and outbound clients. We complete 8-10 transactions per year. This makes InterChina one of the top Chinese investment banks in the cross border arena.















Our practice of **25 advisors** is comprised of senior Chinese deal makers with strong industrial and financial backgrounds.

Seniors









- 100~200 projects.
- Project supervisor/manager.
- Negotiation.

Advisors













- 50~100 projects. · Workstream leader.
- · Search, DD, valuation.

Associates













Global Reach

IMAP, the third-ranked mid-market M&A advisory organization





Since 2006, InterChina is the China partner of IMAP, a global independent organization of leading M&A firms.

Key figures of IMAP



Professionals worldwide and in China



Represented in China and in 30 other countries

IMAP's Worldwide Ranking *

	2009	2010	2011	2012 no.	of deals
1	KPMG	KPMG	KPMG	PwC	318
2	PwC	PwC	PwC	KPMG	305
3	E&Y	Deloitte	IMAP	IMAP	203
4	Deloitte	IMAP	E&Y	Morgan Stanley	198
5	Rothschild	E&Y	Deloitte	Goldman Sachs	187
6	IMAP	Rothschild	Rothschild	Rothschild	178
7	Lazard	Lazard	M&A Int'l	Lazard	174
8	CS	H. Lokey	Lazard	Deloitte	162

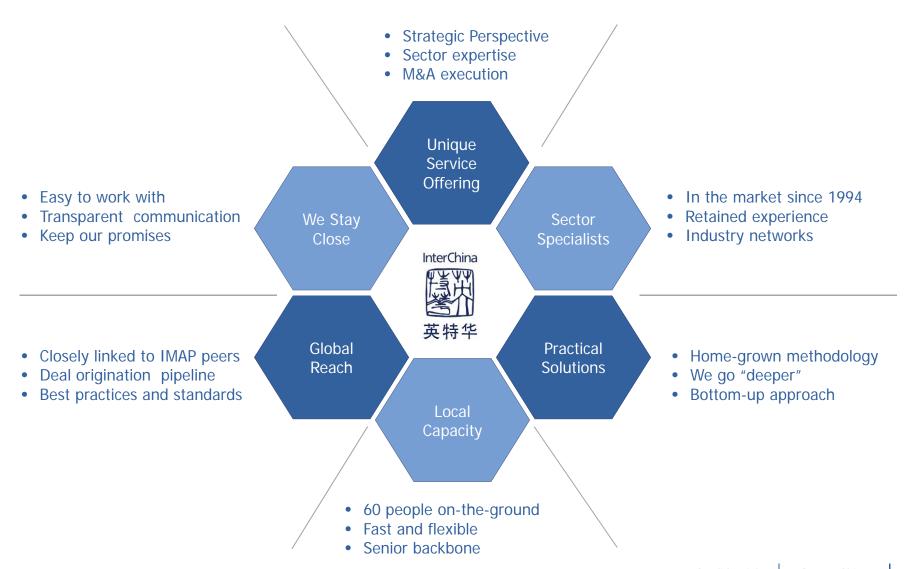
 $^{^{\}ast}$ Rankings based on Thomson Reuters League Tables that included no. of announced transactions up to USD 500 m.

Why Clients Choose InterChina

Our first client is still our client

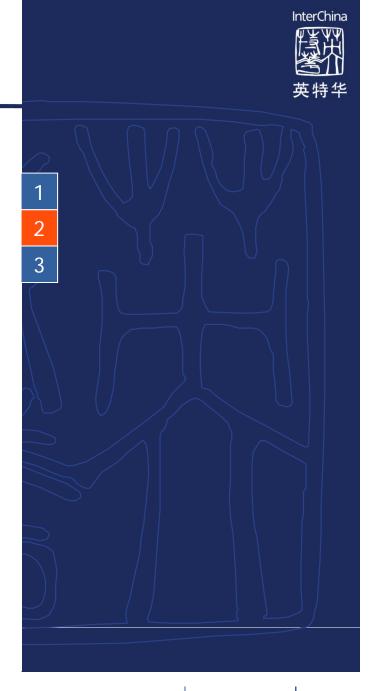


IMAP



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InterChina's Chemical Experience: 10+ years of projects in (petro)chemicals and downstream sectors...



Retained Experience

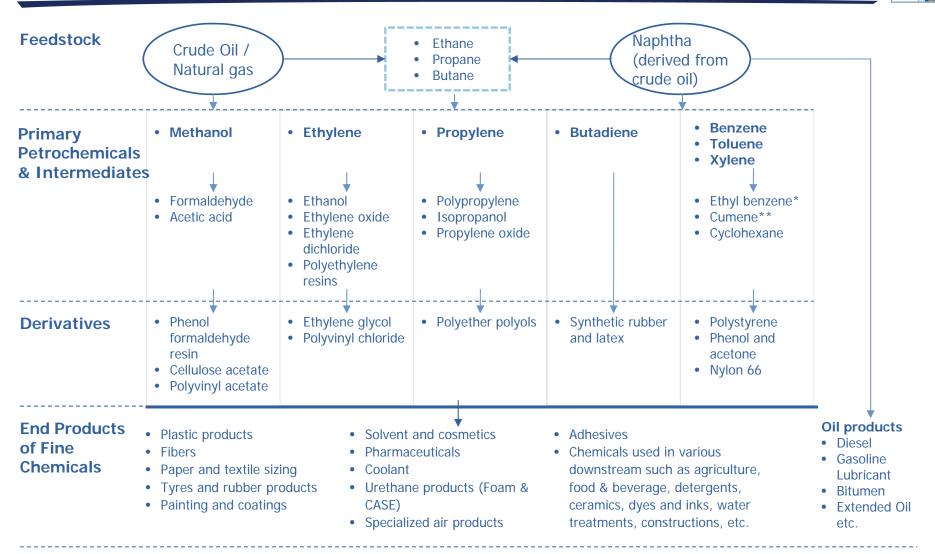
- InterChina has been consulting in the Chemicals Sector since 2000.
- Not only have we participated in the rapid evolution of the sector, but as we have maintained one of the most stable Consulting Teams in China, we have hence retained the valuable experience gained.
- This puts us in a unique position and allows us to deliver unmatched value to our Chemicals Clients.

- As Chemicals Clients commonly having diversified customer bases...
- ... we our able to leverage our experience from a broad range of related downstream sectors to benefit our Chemicals Projects, particularly Strategy Projects.
- These sectors include automotives, machinery, healthcare, construction, garments & shoes, sports & leisure, consumer electronics etc.

Breadth and Depth

...covering the most part of the petrochemical and chemical value chain





Notes: * Ethylene and benzene derivative; ** Polyethylene and benzene derivative

A strong team in Chemical Sector Group, with accumulated chemical project experience and extensive industrial network...



	Languages	Experience & Expertise	Qualifications
Simon Zhang Managing Director	Chinese, English	 8 years with InterChina. Leader of Chemical Sector Group of InterChina. Prior work experience with Sinopec Petrochemicals. Proven consulting expertise in chemicals, auto, energy, and distribution industry. Specialist in entry/expansion strategy, business plan, market intelligence, target search and due diligence. 	 BA (Southeast University, China) MBA (Cranfield School of Management, UK) ACIM (Associate of Chartered Institute of Marketing)
James Sinclair Managing Partner	English, Chinese	 9 years with InterChina. Worked with Fiducia Management Consultants. Proven consulting expertise in chemicals (DuPont, Bayer etc.), auto, energy, steel and construction. Specialist in strategy consulting, market intelligence, entry point analysis, value proposition development, and competitive positioning. 	 MEng (university of Durham, UK) MA in Chinese studies (University of London, UK)
Olivier Stauff Senior Manager	French, English, Chinese	 Resident in China since 2003. 8 years of management and consulting experience in China. Specialist strategy consultant with focus on auto, chemical and F&B with extensive track record in entry and expansion strategy projects. Core Member of InterChina's Chemical Sector Group. 	 M.Sc, EDHEC Business School, Lille, France (AASCP accredited) Chinese studies at East China Normal University, Shanghai
Robert Zhang Manager	Chinese, English	 Project manager with Sinotrust China (e.g. gasoline and diesel) Extensive networking and project experience in the chemical sector. Senior channel manager with Siemens Industry, China Expert in sales & distribution strategy. Core Member of InterChina's Chemical Sector Group. 	 Ph.D Chemical Automation (Beijing Univ. of Chemical Technology) MBA Vlerick Leuven Gent
Jane Zhu Senior Manager	Chinese, English	 Specialist in industrial data and info research and analysis. 10 year experience in supporting InterChina projects in chemical sector, incl. petrochemicals, plastics & resins, paints & coatings, adhesives, paper, water treatment solutions, industrial explosives, etc. Core Member of InterChina's Chemical Sector Group. 	BA International Trade & Economy and English Language (Beijing International Studies University)

... plus more key staff in M&A in the Chemical industry with unique combination of skills sets and experience ...



IMAP

	Languages	Experience & Expertise	Qualifications
Jan Borgonjon President	Dutch, Chinese, English, French, Spanish	 Resident in China for over 20 years. Established InterChina in 1994. Management of over 50 projects in various industries in China. Top level negotiation and lobbying. 	 BA (Leuven University, Belgium) MBA (Henley, UK) Founder of CEIBS, Shanghai
Huang Qingbo Partner	Chinese, English	 15 years with InterChina. Prior roles in domestic trading company, foreign beverage company, & management consultancy. Expertise in negotiation with Chinese enterprises and institutions. 	BA (Beijing University)MBA (CEIBS, Shanghai)
Eduardo Morcillo Managing Partner	Spanish, Chinese, English	 12 years with InterChina. Worked with Sinclair Roche &Temperley, Credit Suisse Asset Management & Spanish Investment Office(Beijing). Expertise in M&A, JVs, & corporate restructurings. Coordinated 15 M&A and Alliance projects in various industries in China. 	 BA Law (Carlos III University, Spain) MA International Trade & Investment Law (University of Newcastle upon Tyne, UK) EMBA (IESE, Spain)
Barry Chen Partner	Chinese, English	 20 years consulting and finance experience. Closed over 30 M&A and divestiture transactions. Diverse international experience in various sectors. Expertise in corporate finance, M&A advisory, divestiture, restructuring, transaction management; valuation, due diligence and negotiations. 	 BA, Zhongnan University of Economics and Law (Wuhan, China) MBA, Asian Institute of Management (Manila, Philippines)
Sylvia Zang Manager	Chinese, English	 Over 7 years experience in InterChina. Extensive consulting experience for M&A, strategic advisory, target search, negotiation support as well as due diligence Previous project experience in chemical/materials projects. 	BA in Electronics & Telecommunications Engineering (Shanghai Normal University)

Advised overseas companies incl. USV and others.

Manager

... to serve our clients with some typical headaches they have in China ...



"We need to identify which downstream segments will have the addressable potential and how we should seize them".

"We need to develop a medium-tolong term strategy for ourselves in China's chemical sector, and understand what that will mean for our global business". "We are stuck in the top end of the market, which is just the tip of the iceberg – We need to how to move into the middle segment to broaden our coverage".

A fine chemical company

An additive company

A niche rubber company

"We have been exporting to China for around 10 years, but the market remains a black box and we need to understand the relative strength of our distribution network". "Our product is over-engineered for the China's market. As you suggest, the lobbying for a stricter standard might helpful – We need you to implement the lobbying for us". "We believe that now is the right time to enter China – We need to know how to establish a optimal distribution structure and find out which distributors to work with."

An engineering plastics company

A thermoplastics company

A lube company

"We would like to produce in China and for China given the market boom – we need you to steer through the complex negotiation process in China (partner / government).

"We want to grow via acquisition in China, but we haven't come across any attractive acquisition targets – We need to systematically search and establish whether any exist".

"We have been sourcing from a Chinese API supplier for a long time – We now need to assess the benefit and feasibility of acquiring an interest in them".

A company of nylon's raw materials

A specialized chemical company

An API company

... by providing tailored strategy and M&A advisory, and we are a partner of choice for leading chemicals companies in China



InterChina's practices



- Developing Insights
- Identifying Entry Points
- Prioritizing Target Markets
- Designing Value Propositions
- Strategic Alliance
- Determining how Best To Deliver
- Supporting the Delivery

&



- Corporate Strategy
- Target/ Partner Search
- Due Diligence
- Valuation
- Negotiation Support
- Deal Making
- Corporate Lobbying

Examples of clients in chemicals (materials) in China Bayer







Dynasol

REPJOL

























Typical projects with chemical clients

- Opportunity assessment.
- Market entry and expansion strategy.
- Distribution strategy.
- Standards lobbying strategy.
- Partnership evaluation and formulation.
- Commercial Due Diligence.
- Acquisitions and/or strategic alliance with Chinese companies.
- Technology transfer.
- Negotiation, government lobby, and project management support.

On Strategy side, we specialize in complex strategy development services heavily driven by practical primary research



Client Starting Point	Target Market	Strategic Initiative		
	(E.g. Sector, Province, City Tier)	Existing Product For Client	New Product For Client	
China Market	Absent Market In China	Game Changing	Gamble	Legend
Entry	New Market For Client	Market Development	Diversification	Specialized Projects Based On Client Specific Situation
China Market Expansion	Existing Market For Client	Penetration (Performance Improvement)	Product Development	Projects Based On Client Common Needs
Developing Global Strategy		Global Implication		

On the M&A advisory, we help the client navigate through the complex deal environment in both inbound and outbound



Manage Chinese Side

- Language and culture issues.
- · Understand their intensions and motivations.
- Judge deal feasibility and seller's expectations.
- Propensity to communicate via a 3rd party.

Transaction/ Process Management

- Timeline and process management.
- · Coordinate with other advisor.
- On-the ground resources for the Client.

Valuation

- Local valuation precedents.
- Valuation in the China perspective.
- Financial modeling.

Negotiations

- Commercial term negotiations.
- Help understand Chinese perspective.
- Lend insights into local negotiation tactics.

Deal Structure

- Creative structure to bridge valuation gap.
- Appropriate structure to reduce the amount of risks.

More efficient

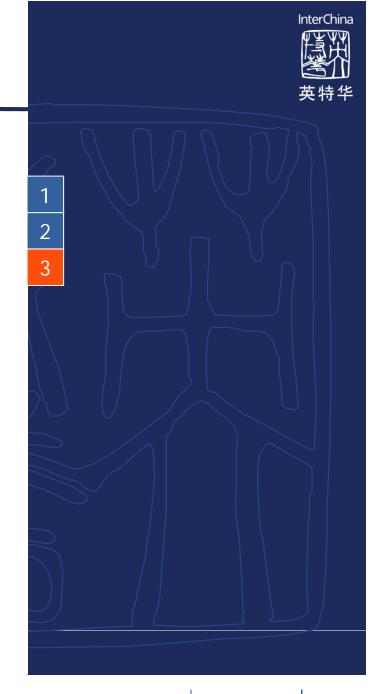
- We are 'on-the-ground'.
- Practical solutions whilst respecting int'l standards.
- Manage both the target as well as the Client's expectations.

A high probability of success

- Long and valuable M&A and transaction experience in China and outbound.
- Essential completion of the Client's own team.
- Higher probability to get the deal done.

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Case Study: Opportunity assessment along the value chain of water treatment in China



The Client

 One of the Fortune 500 companies that is the global leader in water treatment (WT).

The Problem

 Given its strong presence in WT, the Client would like to indentify the opportunities to focus on in the future strategic map, including WT chemicals.

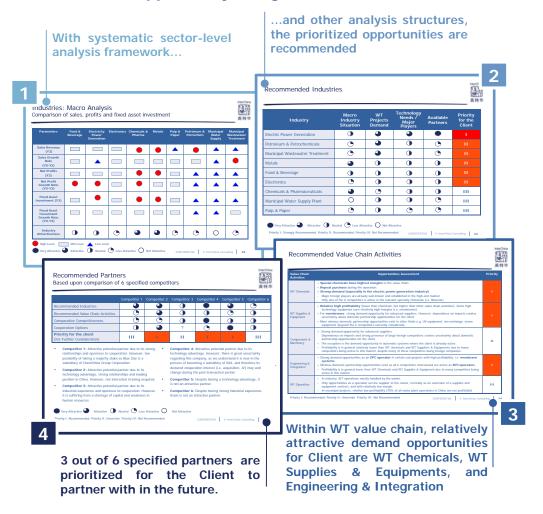
The Method

 Systematically scanning of 9 WT downstream sectors (e.g. F&B, power, electronics, pulp & paper, petrochemicals, water and waste water etc.) with a structured analysis framework.

Solutions by InterChina

- Power generation is the first priority market for the client while petrochemicals, municipal waste water treatment, metals, food & beverage and electronics are identified as second priority market.
- Three parts of the value chain are recommended to focus on in the strategic planning.
- Three potential partners are selected based on the comparative assessment.

What partners are available to address the identified opportunity along the value chain?



Case Study: How to enter China's fragmented modified bitumen market with an effective partnership strategy?



The Client

• One of the leading international bitumen suppliers.

The Problem

 The Client would like to enter China's fast developing bitumen market, and require a practical entry strategy including the investment model in China.

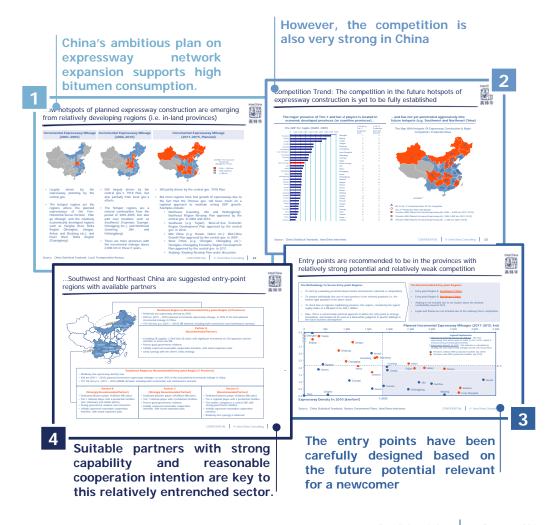
The Method

- · Research, analysis, and iterative approach.
- Over 10 interviews and intensive secondary research on the expressway sector in China.
- Over 30 interviews with value chain players, industry experts and potential partners.

Solutions by InterChina

- Prioritization of the products (modified bitumen and bitumen emulsion) as the entry point.
- Prioritization of the entry point based on the demand potential and the partner availability.
- The investment model of JV with support of shortlisted targets available.

What partners are best for the Client's China strategy?



Case Study: Expansion strategy to streamline the downstream sector focus with an effective distribution strategy in TPU sector



The Client

• Fortune 100 petrochemical player with strong footprint in China.

The Problem

 The Client would like to build aggressive expansion for its TPU (thermoplastic polyurethane) business unit in the existing and new downstream sectors.

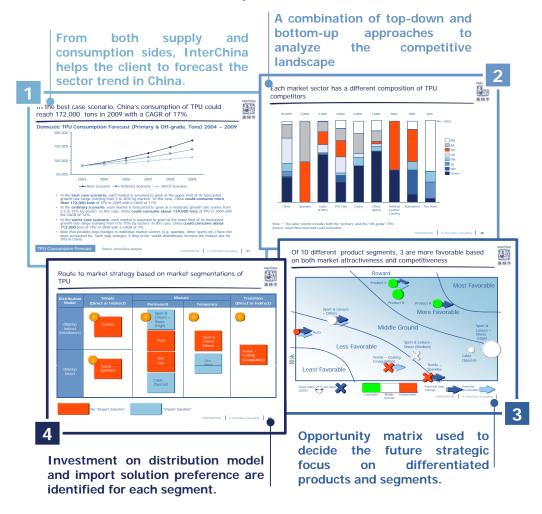
The Method

- Over 100 in-depth interviews in 14 provinces, covering customers, supplier, competitors and industry experts.
- Structured and focused research, analysis, and iterative approach with Client.

Solutions by InterChina

- Three prioritized markets with high attractiveness.
- Tailor-made sales and distribution strategy with a practical 5-year plan.
- Recommended distributor candidates with the initially tested intention.

Expand the penetration in existing and new sectors with a revamped distribution model



Case Study: China distribution strategy for the high-end automotive lube market



The Client

• One of the leading international integrated oil and gas company and lube suppliers.

The Problem

 The client would like to have a business plan for its entry into the high-end automotive lube sector, with an emphasis on the distribution model and partners.

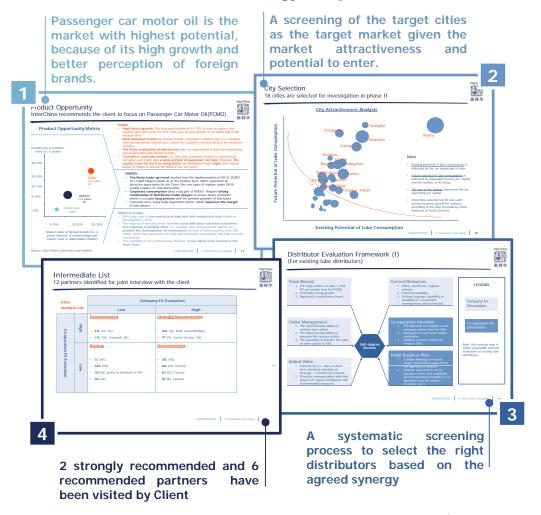
The Method

- 80 interviews with competitors, customers, and distributors in 11 tier-1 and tier-2 cities.
- 10 joint visits with the Client.
- Systematic distributor search in prioritized regions.

Solutions by InterChina

- Prioritization of South China region and the passenger car segment.
- Recommendation of flat distribution strategy model with 12 distributor candidates with strong fit for the recommended distribution model.

How to enter the China market with right distribution strategy and partners?



Case Study: How might an out-of-box standard lobbying strategy change the competitive landscape?



The Client

A fortune 100 global chemical company

The Problem

 The Client has advanced technology in China, however, this over-engineered plant is not competitive due to loose regulation. The Client seeks to develop a solution to increase capability utilization and thereby sales in China.

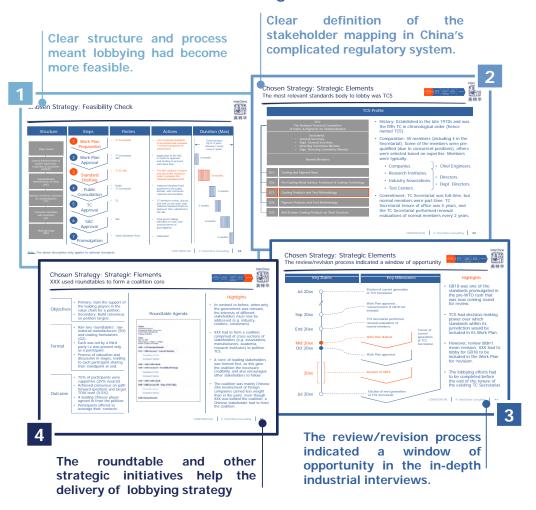
The Method

- Over 50 senior-level interviews.
- 3 client workshops to gain the buy-in.
- Co-organize the industry roundtable to support the initial step of the strategy implementation.

Solutions by InterChina

- Proven feasibility from both the regulatory side and the commercial side.
- Practical design of lobbying strategy elements such as structured process, key and influential stakeholder mapping, opportunity window, various initiatives including industry roundtable.

How should a practical and effective standard lobbying strategy be designed?



Case Study: How could the client enter the regulated Oil & Gas market in China



The Client

 One of the leading global companies on nondestructive testing (NDT) and inspection services.

The Problem

 The Client has no presence in China yet, but wants to understand the market pot'l for a foreign service company in the regulated Oil & Gas sector in China, with an emphasis on feasible investment model to maximize the market access through partner cooperation.

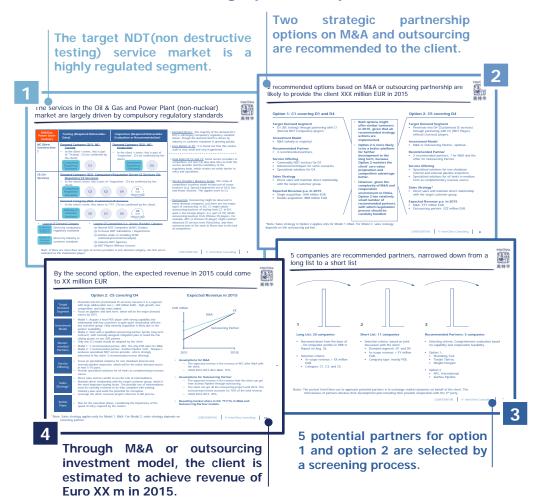
The Method

- 55 face-to-face interviews with downstream sector customers, 3rd party NDT service providers and regulatory bodies.
- Strategic funnel model and process on partner screening.

Solutions by InterChina

- Two strategic options (M&A vs Outsourcing) are recommended to the client to reach Euro XX m sales revenue in China in 2015.
- Adopt the direct sales model and maintain direct relationship with the target customer group.
- 5 potential partners are recommended with proven capability and initial cooperation intention.

How can the Client address the right market with strategic partnership in China



Case study: Negotiation support for a joint venture in composite material components for aeronautics applications



The Client

- · European engineering firm.
- Specialized in composite components for aeronautics applications.

The Problem

- · Intended to establish a joint venture with a local partner, with the partner already introduced by Harbin Hafei.
- · Activities would center on the manufacturing of small composite components for Harbin Hafei Airbus (A350).

The Method

- Design of the joint venture scope.
- · Evaluation of the potential partner.
- · Identification of negotiation issues and strategies.
- In-person support both in China and Europe.

Solutions by InterChina

- Practical opinion on JV documents drafted by the lawyers.
- Support in negotiation from LOI to closure.

Signing ceremony and press release



Carbures is an engineering and manufacturing company in composite structures, specializing in carbon iber. Their continuous generation of value and the know-how from starting as a research group has allowed Carbures to be a provider of carbon fiber structures in the aviation, naval, automotive, rail, infrastructure, and healthcare fields, working actively with the first level aeronautical constructors.

Harbin Guanglian Aeronautic Composite Materials & Process Mounting is a newly merged company between Guanglian Mould Company, Guanglian Precise Machinery Company and Chentuo Composite Company. Their focus is on the niche market in China's aviation industry.

The new joint venture between the two parties will focus on composite products for civil aircrafts with advanced technology. Carbures will take majority equity stake in the Joint Venture. Starting in 2014, it will manufacture structural composite parts of under seven metres long using hand lay-up technology for supply to Airbus at its nearby Euro/Chinese Joint venture Harbin Hafei Airbus Composite Manufacturing Centre. The eco-efficient centre is focused on turning out components for the new A350 Airbus plane, 53% of the structure is to be made of composite materials. It will be producing components such as rudders, elevators, maintenance doors and belly fairings representing a significant part of the 5% of airframe work being handled in China.

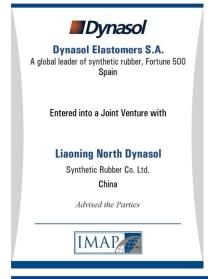
InterChina is a leading M&A and Strategy Advisory firm specializing in China. Founded in 1994, the Inter-China is a leading MBA and Strategy accessory irm specuacing in some rounce with a first frame has more than 60 advisors, based in their china offices (Manghal, Beiging) and Western offices (Washington DC and Madrid). Over the past 17 years, Inter-China has established a successful track than 170 MBA and Investment transactions, most of which in the Food & Beverage, Machinery, Healthcare, Automotive and Chemical sectors, areas of expertise at the fir

InterChina is the sole China member of IMAP, a global mid market M&A Organization with presence in more than 40 countries and a combined advisor force of 400 professionals.



On M&A Advisory side, our track record of InterChina Transactions' on the Chemicals side in China...



















...plus InterChina/ IMAP Transactions on the Chemicals side globally







































Mitsui Agriscience International

₩AgriGuard

AgriGuard Holdings Ltd

Advised the Seller

IMAP M















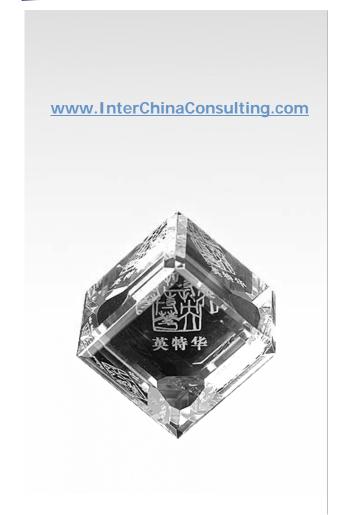






Contact Us





Beijing	Eduardo Morcillo Managing Partner	+86 10 8451 2088 eduardo.morcillo@interchinaconsulting.com
Shanghai	James Sinclair Managing Partner	+86 21 6341 0699 james.sinclair@interchinaconsulting.com
Strategy	Simon Zhang Managing Director	+86 21 6341 0699 zhang.yi@interchinaconsulting.com
M&A Advisory	Barry Chen Managing Director	+86 21 6341 0699 barry.chen@interchinaconsulting.com
North America	W. Patrick Cranley Director	+86 21 6341 0699 patrick.cranley@interchinaconsulting.com
Europe	Lisa Wang Director	+34 91 411 9302 lisa.wang@interchinaconsulting.com
China	Franc Kaiser Director	+86 21 6341 0699 franc.kaiser@interchinaconsulting.com

InterChina



英特华

