「亜州(中韓日)金融資本市場法制化研究会議」

《Proposal for the Establishment of an Asian (a Japanese) version of the Eurobond Market》

Proposal for the Establishment of an "Asian Inter-Regional Professional Securities Market (AIR-PSM)" and a "PSM-J" as its Japanese Domestic Version

アジア域内プロ向け国際債市場創設提言

[Summary/サマリー]



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アジア資本市場協議会 (CMAA)

I. What is the Bond Markets in Asia? アジア域内債券市場とは何か?

What is the Bond Markets in Asia?



Eurobond Market

- Private Placement Market and Public Offering Market for professionals with common standard format
- ➤ Used to be a Self-Regulated Market by professional market players

Cross-Border Inter-Regional (wholesale) Bond Market in Asia

- > Harmonization of heterogeneous rules and regulations for professionals in Asian region
- > Facilitate inter-regional circulation of savings within Asia
- > Creation of self-regulated Asian Inter-Regional (wholesale) Bond Market for professional market participants
- For instance, Asian Exchange regulated market

Cross-Border Bond Markets

(Foreign Bond Markets) A Part of Domestic Market

> Outward issuance by residents, inward issuance by non-residents and cross-border investments

> Subject to home country or host country rules and regulations

> Different stage of economic development and heterogeneity in legal and institutional systems and infrastructure

Japan – Samurai Bond

Korea – Arirang Bond

China – Panda bond

Heterogeneity

Local Bond Markets (Domestic Bond Market)

- Foster government bond market
- >Create benchmark yield curve
- > Foster corporate bond market
- Circulate domestic savings

Isolated Domestic Market

Inter-Regional

アジア域内債券市場とは何か?

(前頁の左から順に)

- 1. 各国の国内の債券市場
- 2. 続いて、各国国内の外国人(非居住者)による発行市場。これはクロスボーダー・マーケット(国境間取引市場)という場合もあるが、各国国内市場の一部であることに変わりはない 日本であればサムライ債(円建て外債)市場、韓国ではアリラン債(ウォン建て外債)市場、中国ではパンダ債市場]
- 3. そして、グローバルな、オフショア(クロスボーダー/ホールセール)の、ユーロボンド・マーケットと呼ばれる国際 債券市場
- 4. 最後に、早稲田大学が提言した、Cross-Border Inter-Regional (wholesale) Bond Market in Asia

II. Background of the Waseda Proposal of April 2010 2010年4月の早稲田提言の背景

Background 1

- (1) To bring an appropriate investment opportunity to the abundant savings in the Asian region...
- (2) To provide stable funds to the Asian core fund raisers (issuers) for the economic growth in the Asian region...
- (3) And to enable the abundant savings in the region to be circulated efficiently and effectively within the region •••

Cross-Border Financial & Capital Market Function in the Asian Region is necessary!

Building up
Asian Inter-Regional Professional
Securities Market & Market Infrastructure relevant
to facilitate the primary and secondary activities of
Asian International Bond for Asian Common Wealth

背景1(世界一の成長地域であるアジア域内)

(1)**アジアに蓄積した巨大な貯蓄**(域 内機関投資家)に対して、域内に適切 な運用の場を提供するには、・・・ (2)アジア投資を支え域内経済成長の 核となるべき、域内資金需要者に対する 安定資金提供を行うには、・・・



(3)そして、豊富な域内貯蓄を域内で効率的かつ効果的に循環させるには、・・・

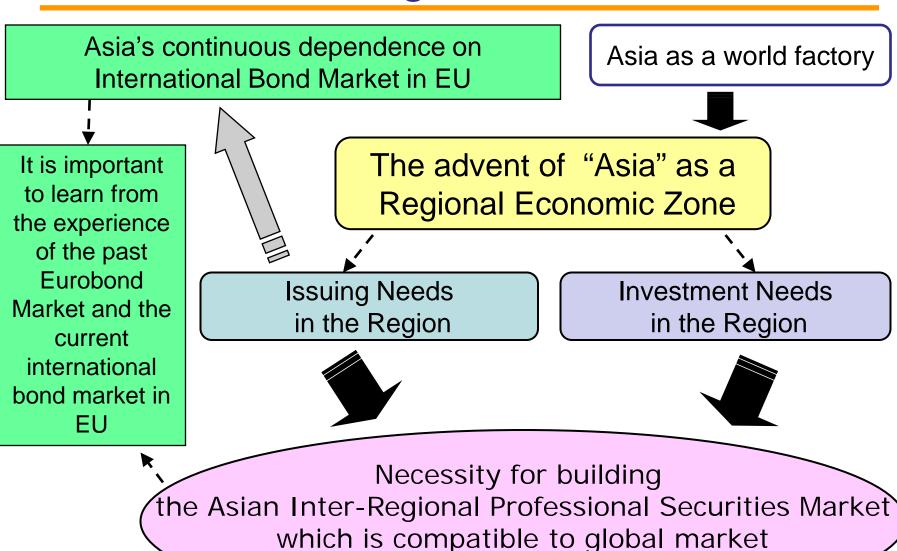


域内クロスボーダーの金融資本市場機能が必要!



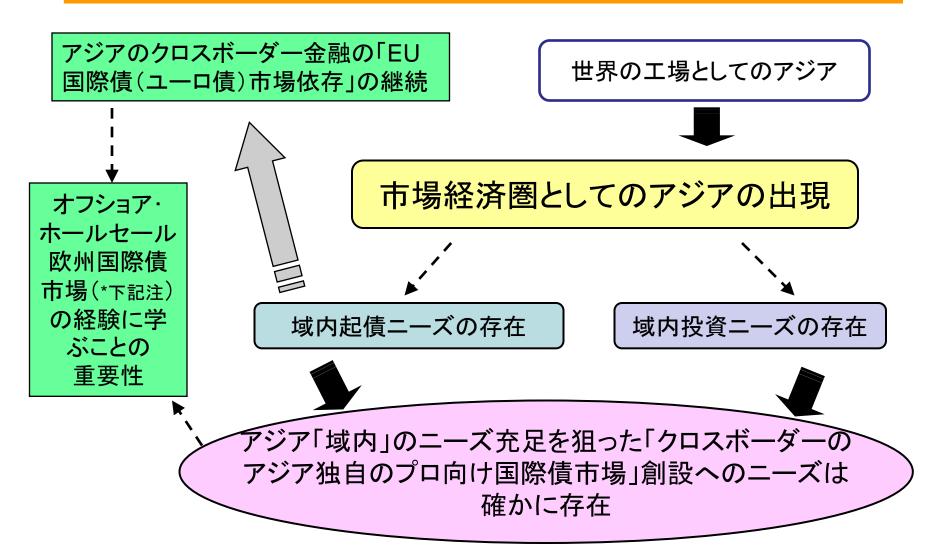
国際債の発行・流通のための クロスボーダー(Inter-Regional)型の域内 プロ向け国際債市場と関連市場インフラを アジアの共有財産として構築

Background 2



while satisfying Regional Needs

背 景 2 (アジア域内)



*注: EUの本格稼働の1999年(1月ユーロ導入)までで、世界中で唯一成功したプロ市場であるオフショア・ホールセールの欧州国際債の発行流通市場(~1999年のユーロ債市場)を指す。欧州は、プロ向けの金融市場機能の提供面で、長年にわたり、国境をまたぐクロスボーダーの「オフショア・ホールセール欧州国際債市場」のメリットを享受してきた。

Background 3

1997-98 Asian Currency Crisis ⇒ Domestic Capital Markets

Development in Asian Countries has evolved ⇒

Further Jump is necessary

- Despite ample savings and investment demands in the region, many of the Asian economies are on the way to develop domestic capital markets. Accordingly Direct Financing through the Debt Capital Markets is still at the infant stage.
- 2 Most of the domestic capital markets in Asian economies are isolated due to the absence of inter-regional bond market and consequently are so far from financial innovation in the international capital market for professionals.
- 3 In order to develop not only the domestic economic infrastructure in Asian economies but also the Asian cross-border economic infrastructure such as international transportation or communication systems, the common infrastructures of the crossborder capital market as a regional fund supply system are necessary. However, so far there are no proposals for concrete design for the inter-regional market.
- 4 Many of the Asian institutional investors such as pension funds, which have been especially growing rapidly in Asian economies, are longing for investment in Asian bonds denominated in Asian currencies which are expected to be revaluated in medium and long term perspectives as well as in Asian Equities. But due to the shortage of investment instruments in the region, regional investors are facing serious difficulties in finding appropriate debt instruments.

背景3(アジア域内)

1997-98年 アジア通貨危機 - 域内各国の金融資本市場の整備の進展

- ① アジア域内では貯蓄が潤沢・資金需要も旺盛であるが、国内金融仲介システム、特に直接金融を行う資本市場は、いまだ<u>発</u>展途上である国/地域が多い
- ② アジア域内各国/地域のほとんどの「国内」市場は、クロスボーダーの国際債市場とは<u>分断</u>され、国際的なプロ市場のイノベーションが持ち込まれにくい

- ③ アジア各国/地域の国内の経済基盤整備、及び国境を超えた交通・通信などのクロスボーダーの経済基盤の整備のためにも、域内独自の資金供給システムとしての「クロスボーダー型金融資本市場と市場インフラ」が必要であるが、現状、具体的なデザインに乏しい
- ④ アジア域内各国/地域で成長著しい年金基金など多くの機関 投資家は、株式のみならず中長期的に成長の期待できるアジ ア各国通貨建ての債券投資を希求しているが、域内では適格 な運用対象商品の供給が決定的に不足していることから、<u>運</u> 用難に直面している

Background 4 (in Japan)

- Many of the Japanese corporate bond issuers were having critical views that •••
 - The Japanese public offering market for domestic corporate bond has been subjected to the strict disclosure requirements which have originally been designed for the Japanese retail investors.
 - But in reality most of bonds issued have been purchased by the professional investors.
 - On the other hand, existing private placement markets in Japan are not easy to use for issuers and investors. They have no secondary market.
 - As a result, due to strict restrictions, the chance and the period that issuers can make quick and timely issuance of corporate bonds in the Japanese domestic market are extremely limited through the year in comparison to the Eurobond market.

背景4(日本)

- 日本の公募社債市場は、その多くがプロ向けに売られているにもかかわらず、元来一般投資家を保護するための一律の厳しい開示規制が行われていた。
- また、既存の私募市場(プロ私募・少人数私募)にも制約があり、発行者も証券保有者も、市場として使いにくかった。
- 結果として、関連の制約のゆえに、プロ向けに機動性ある起 債ができない。 (EU国際債(ユーロ債)に比べて、起債で きる期間が極端に短い・・・年間100日程度)
- •••との不満が、社債発行企業側に強かった。

II. Japan's Standpoint 日本の立場

Japan's Standpoint

As Japan possesses •••

- (1) Sizable Savings to be invested in international bonds
- (2) Many corporations who expand various business in Asian economies by using the Asian local Currencies
- (3) The well-developed primary, secondary bond market and its market infrastructure including settlement systems



We believe that Japan should, and is highly expected to play the role of •••

- 1. Constructing a Listing Place and Systems which can provide disclosure and traded-price information together for the Asian Inter-Regional Investable Bonds
- 2. Preparing a high quality and self-contained market environment which can help increasing a supply of investable instruments suitable for a market with high integrity

with Japan's own initiative.

日本の立場

- (1) 国際的な債券運用に向かい得る貯蓄資金の保有
- (2) アジア域内各国通貨を用いて業務を展開する多くの企業グループの存在
- (3) 相当程度発達した発行・流通・決済の債券市場と市場インフラの存在

日本は次の役割を担うべきと 考えられる



1.アジア域内の投資適格の債券の情報(開示情報・取引価格等)をまとめて提供する場所とシステム(=リスティング・プレイス)の構築

2.インテグリティ(市場の本来あるべき質と首尾一貫性)の高い市場にふさわしい 適格投資商品の供給が増えやすい良質の市場環境を用意

日本のイニシアティブで実現すべき

IV. Objectives of the AIR-PSM プロ向け国際債市場 (AIR-PSM) の意義

Objectives of the AIR-PSM

Proposal for

AIR-PSM: Asian Inter-Regional Professional Securities Market

- (1) To create a new market mechanism which will <u>enable savings</u> accumulated in the main Asian economies to <u>circulate within the Asian region</u> efficiently in a high value-added way.
- (2) To <u>establish a platform for creating market innovations</u>, which can facilitate financial and capital market transactions by Asian companies and financial institutions as principal and professional users of the market, by fostering and training human resources for professional market in the Asian region.
- (3)To <u>create an International (Inter-Regional)</u> Bond Market denominated in Asian Currencies, which can mitigate the currency risks generated between the key currency (US Dollar) and each Asian currency for Asian economies and Asian companies who possess the foreign currency denominated assets.

プロ向け国際債市場(AIR-PSM)の意義

アジア域内プロ向け国際債市場: AIR-PSM Asian Inter-Regional Professional Securities Market 創設を提言

- (1) アジア域内主要国に蓄積された貯蓄を、域内中心に効率的・ 高付加価値的に循環させるための、<u>域内貯蓄循環装置の創出</u>
- (2)域内のプロの市場参加者の育成・鍛錬と、それによる、<u>市場イノ</u> ベーション発揮・創出の場の創出
- (3) 外貨建債権の保有者である域内各国及び域内企業グループ 等にとっての、基軸通貨と域内各国通貨との為替リスク緩和の ための、アジア通貨建て域内国際債市場の創出



Significance of the Inter-Regional Bonds denominated in Asian Currencies

As Asian economies become more and more globalized, in order to achieve a stable development in the Asian economy, it is desirable for Asian Issuers from demand side to mitigate risks arising foreign exchange fluctuations when they pay and raise fund.



AIR-PSM =

Issuance of the Asian Currency
Denominated Inter-Regional Bonds
(Fund raising in the Inter-Regional
Market mitigating risks arising from
foreign exchange fluctuations)

アジア通貨建て国際債の意義

アジア経済がグローバル化を強める中で、安定的に発展していくには、アジア域内で事業を展開するアジア域内の発行体側(各国通貨建て資金の需要者側)で、資本の流出入に際して為替変動が生じないことが望ましい





アジア通貨建て国際債の発行 (為替変動のない形での国外からの資金調達)

Objective of Professional Securities Market-Japan (PSM-J)

- To realize the wider chance and the longer period for quick and timely issuance in Japanese bond market i.e.
 - To create a <u>public offering bond market for professional</u> <u>investors (PSM-J)</u> which is exempt from strict disclosure rules for retail investors in Japan
 - To widen the fund raising opportunities in Japanese domestic market for issuers in Asia including Japan by mitigating disclosure requirements related to bond issuance by limiting market participants to professionals such as institutional investors.
- 2. To realize a Japanese version of the Euro bond market

日本のプロ向け市場 (PSM-J) 創設の意義

- 1. 日本の社債市場における、機動的な起債(起債期間の 大幅な拡大)の実現 すなわち、
 - 一般投資家向け法定開示規制の対象外とした、プロの機関投資家向けの公募債市場(PSM-J)の創設
 - 市場参加者を機関投資家などのプロに限ることで、 発行企業側の開示義務が緩和され、日本とアジア域内 の発行体にとって資金調達機会が拡大される
- 2. ユーロ債市場の日本版の実現

V. Action Plan アクションプラン

Action Plan

<u>First Stage</u> (Realization of a Japanese version of the Eurobond market)

- •Establishment of the PSM-J Market (i.e. **TOKYO PRO-BOND MARKET**) (Based upon the securities listing and its disclosure subject to the newly established listing rules of the Japanese Exchange for this purpose)
- Structure of the PSM-J (Professional Securities Market-Japan)
- Including Yen denominated domestic bonds issued by Japanese and Non-Japanese Issuers (This may be a substitution of a Samurai Bond and / or a part of the existing Japanese shelf registration system)
- New Listing on the Japanese Exchange and selling the Euro Bonds / Euro MTN in domestic market when they are issued
 (Euro Asia Offerings which can be sold to the professional investors in Japan)

Establishment of the PSM-J
TOKYO PRO-BOND MARKET

Realization of a part of an Asian version of the Eurobond market based on the listing on a Japanese Exchange

<u>Second Stage</u> (Realization of an Asian version of the Eurobond market)

To promote above kind of approach to other countries in the Asian region

Third Stage and after

PSM-J

PSM-K

PSM-C

- Considering Cross-border Securities Settlement Functions for AIR-PSM
- Mitigation of the "barriers to entry Regulations" in other Asian countries
- Further developments towards the cross-border (Inter-Regional) transactions in the Asian region

→To the establishment of the AIR-PSM an Asian Version of the Eurobond Market

アクションプラン

<u>第1ステージ</u>--「**東京プロボンド市場**」の創設

PSM-J市場の創設 (国内の取引所ルール(新設)に従った開示登録による)

- ◎ PSM-J (Professional Securities Market Japan) の構成
 - 居住者又は非居住者による円建て国内債

(発行登録・サムライ債の代替としての利用も考えられる)

•ユーロ債/EMTNの発行時における日本国内での開示登録及び販売 (日本国内のプロ向けに販売可能な Euro Asia オファリング)

第2ステージ

アジア域内各国での同様の取組みの促進

PSM-Jの創設

第3ステージ以降

- 証券決済の検討
- •各国における参入規制の緩和
- •アジア域内のクロスボーダー取引の発展

→アジア域内国際債市場 (AIR-PSM) の確立へ

The Benefits resulting from the First Stage in Japan (Establishment of the PSM-J Market ⇒TOKYO PRO-BOND MARKET)

(1) Increasing Conveniences

- To minimize so-called Black-Out (impossible to issue) period
- Omission of notification procedures in secondary market in the current private placement markets in Japan
- To reduce disclosure related costs or time consumption

(2) <u>Diversification of fund raising sources for issuers in Asian region and in Japan</u>

- Establishment of the bond issuing market for professional investors in Japan, which can be a substitution of the current Samurai Bond market with an English minimum disclosure which is convenient to foreign issuers
- Establishment of the Euro Asia Offering Market, which is similar to US144A option of Euro Bond (by making additional utilization of the PSM-J eligible clause in the documentation of Euro bond or Euro MTN Program)

第1ステージの意義 (国内版プロ向け公募市場(PSM-J)の創設)

(1)利便性の向上

- ・ ブラックアウト(社債発行不可能)期間の圧縮
- ・ (現行の私募債市場における)流通市場の告知等の手続の省略
- 開示の弾力化(コスト・手間・時間・頻度・審査)
- 発行通貨の多様化

(2)日本とアジア域内の発行体にとっての、資金調達ソースの多様化

- サムライ債に代わって用いられる、海外の発行体に便利な英語での ミニマム開示による、日本国内プロ投資家向け発行市場の創設
- ・US144Aオプション類似の、Euro Asia オファリング市場の創設 (ユーロ債・ユーロMTNに、"PSM-J適格条項"を追加的に利用する ことによる)

Vision How to harmonize the Asian Bonds Markets?

An Asian investment banker's perspective

- Huge Asian capital reserves provide an opportunity for Asian financial institutions to take the lead in capital markets in Asia.
- Asian financial institutions are not leading the market in terms of capital disbursement, and price making – European and US financial institutions still dominate in this area.
- Why is it that <u>Asian issuers</u> need to raise capital in <u>London or New York?</u>
- Advanced Asian financial institutions have a responsibility to take the lead.
- Why not integrate Asian capital markets to create a viable option in addition to London and New York?

31

Asian Bond Standards as a Common Platform

- Fragmented financial markets in Asia (each domestic market)
 - different regulatory and legal systems
 - different stages of market development and economic size
 - different taxation, capital control and currency restriction, etc.
- Asian common set of rules and standards
 - in line with global best practices
 - facilitate cross-border capital flows and financial integration ex) ASEAN and Plus Standards, Harmonization of Bond Standard in ASEAN+3

Market characteristics Issuing procedures Harmonization **Syndicate Rules** (bottom-up approach) Governing law **Asian Bond Standards** Settlement Withholding tax **ABMF** Accounting standards (ASEAN+3 Bond Market Forum) Disclosure (filing/listing) **Electronic Disclosure Standardization Documentation** (top-down approach) **Credit rating** etc... Mutual interaction is

highly expected

Source: Hyun & Inukai (2010)

Step by step staged development approach and Simultaneous development approach

- Step by step staged development approach :
 - (1) First, develop the domestic bonds markets in Asian region.
 - (2) In the domestic bond market, the first priority to develop the government bond market in particular.
 - (3) Next, develop a corporate bond market. Then,
 - (4) develop a cross-border market. Then,
 - (5) develop an inter-regional bond market.
 - This is a traditional approach.

Simultaneous development approach :

Such as the Eurobond market, the most developed bond market, the history shows that the market did not take staged development.

Asian domestic bonds (securities) market development requires, after all, cooperation with the international market.

In the globalized environment of the current international financial and capital market, step by step staged development approach is not enough.

It will take tremendous time to integrate each country/economy's market regulations.

While considering the situation of each country/economy, Asian region as a whole, simultaneous professional markets development and harmonization approach will be desirable instead.

段階発展論と同時発展論

· 段階発展論:

アジア各国の国内証券市場をまず最初に発展させてから、特に国内債券市場では、国債市場をまず優先的に発展させて、社債市場をその次に発展させて、その後クロスボーダー・マーケットを発展させ、その次にインターナショナルボンド市場を発展させようという、従来からの考え方。

同時発展論:

ユーロ市場のような、歴史上最も発展した債券市場では、段階的な発展をとった市場はなかった。アジア各国の国内の債券(証券)市場が発展するためには、つまるところは国際市場と結合ないし連携しなければ、発展はしない。現在のグローバル化した国際金融市場環境の中では、国内市場限りの段階的な発展策は実際のところ不十分である。各国国内市場の規制等の統合には、途方もない時間がかかる。各国の状況に配慮しつつもアジア域内全体としては、むしろ域内プロ市場の同時発展とプロ向け市場の調和が望まれる。

Sequence of Bond Markets Development in Asia

How can we establish an Asian common set of standards and regulation to promote Cross-Border Inter-Regional (wholesale) Market in Asia?

- ABMF
- Asian SRO?
- -(Asian Supervisory Authorities)?

Heterogeneity

Local Bond Markets (Domestic Bond Market)

- Foster government bond market
- >Create the benchmark yield curve
- ➤ Foster corporate bond markets
- ➤ Circulate domestic savings

Cross-Border Bond Markets

(Foreign Bond Markets) A Part of Domestic Market

- Outward issuance by residents, inward issuance by non-residents and cross-border investments
- Subject to home country or host country rules and regulations
- ➤ Different stage of economic development and heterogeneity in legal and institutional systems and infrastructure
 - Japan Samurai Bond
 - Korea Arirang Bond
 - China Panda bond

Homogeneity

Eurobond Market

- Private Placement Market and Public Offering Market for professionals with common standard format
- ➤ Used to be a Self-Regulated Market by professional market players

Cross-Border Inter-Regional (wholesale) Bond Market In Asia

- ➤ Harmonization of heterogeneous rules and regulations for professionals in Asian region
- > Facilitate inter-regional circulation of savings within Asia
- Creation of self-regulated Asian Inter-Regional (wholesale) Bond Market for professional market participants
- For instance, Asian Exchange regulated market

Domestic

Inter-Regional

Source: Inukai & Hyun (2010)

Capital market regulation in Asian Bond Markets

- In the West, in order to stabilize the financial system and to prevent the recurrence of the global financial crisis, it has become a definitive direction to strengthen supervision and financial regulation.
- But for Asia, when we seek for a way and a direction of the development of our own capital market regulation and supervision in the Asian region, it is important (1) to take advantage of high savings and a robust economy within Asia, and (2) to emphasize harmony with the traditions and the culture in Asia.
- What are the basic principles of legislations / self-regulations / regulatory supervision to be applied to the common financial and capital markets for professionals within the Asian region?
- It is an important policy issue in Asian region as a whole for regional market participants and regulators to discuss the basic principles, and share together, both vision and design of the legislative and regulatory infrastructure of the professional market.

- →Standing at that perspective, at this moment it is important to nurture each other gradual awareness for a common understanding of professional capital markets in Asia.
- →In essence, it is important to establish a sound and decent regional capital market in Asia for professionals.
- In other words, it is important to provide good market condition which is worthy of supply of qualified investment products in the market more easily.
- Those qualified markets are full of integrity [i.e. High quality which should be equipped in the market itself]. That is to say consistency of the market.
- And so, the following points are required among market participants within the region.
- A) Establishment of Principles for a Code of Conduct in the market, and
- B) Establishment of rules for self-regulation of new common capital markets within Asia, and
- C) A cross-regional cooperation and coordination among the practitioners and experts in Asia to do so.

アジア債券資本市場の規制の在り方

- → 欧米では、グローバル金融危機の再発防止と金融システムの安定化のために、金融規制・監督を強化する方向が決定的となっている。
 - しかし、アジアにとっては、むしろ、アジア域内の高い貯蓄と頑健な経済を活用し、かつアジア域内の伝統・文化との調和を重視する方向で、アジア域内独自の金融資本市場規制・監督のあり方を見出していくべきであろう。
- → アジア域内の共通のプロ向け金融資本市場に適用すべき法規制・監督・自主規制についての基本理念とはなんであろうか?
 - それらを域内の市場関係者と規制監督者が議論しそのプロ向け市場のビジョンとデザインを共有することは、アジア域内全体の重要な政策課題であると考えられる。
- → そうした観点に立って、ここ当面は、緩やかな、アジア共通の資本市場についての基本認識共有への意識を、相互に着実に醸成していくことが重要になるであろう。
- → しかし、アジア域内の資本市場においては、基本的には、**健全で品位ある域内のプロ向け市場の確立が重要である**。
 - 言い換えれば、インテグリティ [市場の本来あるべき質と首尾一貫性] の高い市場にふさわしい、適格投資商品の供給が増えやすい、良質の市場環境の提供が重要である。
 - そして、そのためには、域内の市場関係者の間において、(1)行動規範としてのプリンシプルの確立と、(2)アジア域内資本市場に共通の新たな自主規制ルールの策定、そして(3)それを行うための、代表的な市場実務家及び専門家を中心とした、域内横断的な、協調と連携が求められよう。