**Merger Notification Form**

According to Article 11 of the Fair Trade Act, enterprises filing merger notifications are required to submit the following documents:

In the event electronic files are already uploaded to the “Merger Notification and Concerted Action Application Online Filing System”, Case No.: \_\_\_\_\_\_\_\_\_\_\_\_

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Name of Merging Party[[1]](#footnote-1)** | | | | **Representative** | |
|  | | | |  | |
|  | | | |  | |
| **Name of Applicant** | **Representative** | **Contact Person** | **Contact Phone No.** | | **Agent[[2]](#footnote-2)** |
| （company seal） | （seal/signature） |  |  | |  |
| （company seal） | （seal/signature） |  |  | |  |

**Applicable Procedures**

□Regular procedure

□Simplified procedure ( in application of Point 7 subparagraph \_\_\_\_\_\_ of the Fair Trade Commission Disposal Directions (Guidelines) on Handling Merger Filings )

**Type of Merger (Tick off all corresponding answers if the merger involves two or more types of merger)**

□Horizontal merger

□Vertical merger

□Conglomerate merger

**Merger Pattern (Tick off all corresponding answers if the merger involves two or more merger patterns)**

□1. An enterprise merges with another.

□2. An enterprise holds or acquires the shares or capital contributions of another enterprise and comes into possession of more than one-third of the total voting shares or total capital of such another enterprise.

□3. An enterprise is assigned by or leases the entire or principal part of business operations or property from another enterprise.

□4. An enterprise operates jointly with another enterprise on a regular basis or is entrusted by another enterprise to manage the business of the latter.

□5. An enterprise directly or indirectly controls the management or personnel appointment and dismissal of another enterprise.

**Applicable filing criteria (Tick off all corresponding answers if two or more filing criteria are involved)**

□1. The market share of the merging parties will achieve one third of the total market after the merger.

□2. The market share of one of the merging parties accounts for one quarter of the total market.

□3. The total sales of a merging party in the preceding fiscal year exceed the amount announced by the competent authority.

MM\_\_\_\_\_\_ DD\_\_\_\_\_\_ YY\_\_\_\_\_\_

**Ⅰ. Outline description of the merging parties[[3]](#footnote-3)：**

**Ⅱ. Outline Description of enterprises to be included in the calculation of the sales of the merging parties as specified in Paragraph 2 of Article 11 of the Fair Trade Act[[4]](#footnote-4):**

**Ⅲ. Details of the merger[[5]](#footnote-5)：**

**Ⅳ. Overview of the Relevant Market[[6]](#footnote-6)：**

**Ⅴ. Barriers to Market Entry[[7]](#footnote-7)：**

**Ⅵ. Description of the overall economic benefits and disadvantages from competition restrictions as a result of the merger[[8]](#footnote-8):**

**VII. Other statements, supplementary material or evidence related with this merger case:**

**Appendix 1-1**

**Merging Party’s Information[[9]](#footnote-9)**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Name of Business |  | | | | | |
| Address |  | | | | | |
| Unified Business No. |  | | | | Tel. |  |
| Representative  (Manager) | |  | | | | |
| Residence of Representative (Manager) | | |  | | | |
| Capital (NT$10 thousand) |  | | | | Number of Employees |  |
| Business Items |  | | | | | |
| Main Products |  | | | | | |
| Revenue in the Previous Fiscal Year | Domestic Revenue:  Global Revenue: | | | | | |
| Revenue of Each Enterprise Having Parent-subsidiary Relations with the Merging Party in the Previous Fiscal Year | Name of Business | | | Domestic Revenue | | Global Revenue |
|  | | |  | |  |
|  | | |  | |  |
|  | | |  | |  |
| Revenue of Each Enterprise controlled by the same enterprise or enterprises as the merging party in the Previous Fiscal Year | Name of Business | | | Domestic Revenue | | Global Revenue |
|  | | |  | |  |
|  | | |  | |  |
|  | | |  | |  |
| Sales amount after including those business that are listed in Paragraph 2 of Article 11 of the Fair Trade Act:  (1)Domestic Revenue:  (2) Global Revenue: | | | | | | |

**Appendix 1-2**

**Merging Party’s Information[[10]](#footnote-10)**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Name of Business |  | | | | | |
| Address |  | | | | | |
| National ID No. or Unified Business No. |  | | | Tel. |  | |
| Main Business Items and Revenue in the Previous Fiscal Year of Each Subsidiary Enterprise | Name of Subsidiary | Main Business Item | Domestic Revenue | | | Global Revenue |
|  |  |  | | |  |
|  |  |  | | |  |
|  |  |  | | |  |
|  |  |  | | |  |
|  |  |  | | |  |
|  |  |  | | |  |
|  |  |  | | |  |
|  |  |  | | |  |
| Sales amount after including those business that are listed in Paragraph 2 of Article 11 of the Fair Trade Act:  (1) Domestic Revenue:  (2) Global Revenue: | | | | | | |

**Appendix 2 Merging Party’s Product (Service) Production and Sales Data[[11]](#footnote-11)**

Name of Merging Party： Calculated **[[12]](#footnote-12)**from MM\_\_\_\_\_\_ DD\_\_\_\_\_\_ YY\_\_\_\_\_\_ to MM\_\_\_\_\_\_ DD\_\_\_\_\_\_ YY\_\_\_\_\_\_

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Name of Main Product**[[13]](#footnote-13)** | Brand Name | Production | | | | Sales | | | | Percentage in Total Business Sales | Domestic Market Share |
| Place of Origin**[[14]](#footnote-14)** | | Production Volume/Import Volume (unit) | Capacity Utilization**[[15]](#footnote-15)** | Sales Volume**[[16]](#footnote-16)**  (unit) | Sales Price**[[17]](#footnote-17)**  (unit) | Sales Amount  (unit) | Ratio of Products Exported |
| Domestic | Foreign |
|  |  |  |  |  | % |  |  |  | % | % | % |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
| Note**[[18]](#footnote-18)**: | | | | | | | | | | | |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Name of Main Service 13 | Sales | | | | Percentage in  Total Business  Sales | Domestic Market Share |
| Sales Volume16  (unit) | Sales Price17  (unit) | Sales Amount  (unit) | Ratio of Overseas Revenue |
|  |  |  |  | % | % | % |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| Note18: | | | | | | |

**Appendix 3**

**Horizontal Competition Market Structure Data[[19]](#footnote-19)**

Name of Merging Party:

Product (Service) Items:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Market Structure Data  Year [[20]](#footnote-20) | Market Share Ranking | Competitor**[[21]](#footnote-21)** | Domestic Sales  (Unit) | Domestic Market Share |
| Year | No. 1 |  |  | % |
| No. 2 |  |  | % |
| No. 3 |  |  | % |
| No. 4 |  |  | % |
| No. 5 |  |  | % |
| No. 6-10 |  |  | % |
| No. \_ | Number of competitors participating in this  merger |  | % |
| Year | No. 1 |  |  | % |
| No. 2 |  |  | % |
| No. 3 |  |  | % |
| No. 4 |  |  | % |
| No. 5 |  |  | % |
| No. 6-10 |  |  | % |
| No. \_ | Number of competitors participating in this  merger |  | % |
| Year | No. 1 |  |  | % |
| No. 2 |  |  | % |
| No. 3 |  |  | % |
| No. 4 |  |  | % |
| No. 5 |  |  | % |
| No. 6-10 |  |  | % |
| No. \_ | Number of competitors participating in this  merger |  | % |
| Note:**[[22]](#footnote-22)** | | | | |

**Appendix 4**

**Information on the Merging Party’s Upstream and Downstream Businesses**

Name of Merging Party**[[23]](#footnote-23)**:

Product (Service) Items:

|  |  |  |  |
| --- | --- | --- | --- |
|  | Name of Business | Business Address | Contact Phone No. |
| Upstream Enterprise |  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
| Total number of upstream businesses:24 | | |
| Downstream Enterprise |  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
| Total number of downstream businesses:**[[24]](#footnote-24)** | | |

1. Besides the enterprises specified in Article 2 of the Fair Trade Act, it is also set forth in Paragraph 3 of Article 11 of Fair Trade Act that a person or group that has controlling interest in an enterprise is deemed an enterprise pertinent to the provisions of this Act with regards to merger. The Merger Notification Form shall carry the company seal of each merging enterprise and the seal/signature of the representative of each juristic person. If the notifying enterprise has authorized an agent, such notifying enterprise may be waived from carrying seals. Use additional sheets of paper if the fields on the form are insufficient. [↑](#footnote-ref-1)
2. An agent delegated is required to submit proof of delegation. [↑](#footnote-ref-2)
3. Please outline the business operations of the merging parties and also submit (1) information of each merging party (as shown in Appendix 1-1, or use Appendix 1-2 if any of the merging parties is an individual or group as described in Paragraph 3 of Article 11 of the Fair Trade Act ); (2) the most recent prospectus or annual report of each merging party whose shares are traded in stock exchanges or over the counter in securities firms, or the financial statement or business report for the previous fiscal year (providing by electronic forms is acceptable) if the aforementioned data are unavailable; (3) the business plan of each merging party for the future; and (4) the overview of the reinvestment operations of each merging party. [↑](#footnote-ref-3)
4. For merger notifications which the criteria set forth in Subparagraph 3 of Paragraph 1 of Article 11 of the Fair Trade Act are met, a description of the names and business operation overviews of enterprises whose sales amount shall be included for the calculation of the sales of the merging parties shall also be submitted, and at the same time an organization chart indicating the enterprises having parent-subsidiary relations with the merging party and enterprises controlled by the same enterprise or enterprises as the merging party shall also be provided. [↑](#footnote-ref-4)
5. The details of the merger shall at least include: (1) the effective date of the merger (the date shall be specified); (2) reasons for the intended merger; (3) specific content and consequences of the merger, such as the share percentages to be acquired by the merging parties (separate descriptions of percentages of shares of other enterprises to be held or acquired by the merging parties, the enterprises having controlling and subordinate relation with the merging parties and the enterprises where both it and the merging parties are controlled by the same enterprise or enterprises), or the asset and scope of business operations to be acquired, surviving and dissolved companies or final shareholding ratios, etc.; (4) considerations, such as acquisition prices; (5) charts indicating organizational changes before and after the merger, specifying the parent company and subsidiary companies with which the merging parties have controlling and subordinate relation and the enterprise where both it and the merging parties are controlled by the same enterprise or enterprises, and also the ultimate parent company; (6) charts indicating the merging parties’ horizontal competition or vertical relations as far as the relevant products or services for the merger are concerned; and (7) results of the application to the competent authority of the industry in question or the competition authority of a foreign country if such information is available. [↑](#footnote-ref-5)
6. Describe the overview of the relevant market and also submit documents regarding (1) the production or management cost, prices and sales amounts (volume) of the concerned products or services of each merging party (as shown in Appendix 2); (2) the structure of the market in which horizontal competition between the merging parties takes place (as shown in Appendix 3); (3) information on the upstream and downstream businesses of the merging parties (as shown in Appendix 4) (applicants may refer to Points 3 and 4 of the Fair Trade Commission Directions (Guidelines) on Handling Merger Filings to fill out the aforementioned forms); and (4) an overview of the industry to which the merging parties belong. [↑](#footnote-ref-6)
7. Describe possible barriers to market entry for potential competitors, such as (1) the minimum capital required and estimated operating funds or investment, (2) legal restrictions upon entry to the relevant market, (3) materials with intellectual property rights needed for production manufacturing of related goods and information on the intellectual property owners, (4) sources of required materials, (5) tariff and non-tariff barriers, (6) the ratio of fixed cost to total cost, (7) the impact of post-merger market shares, technological links, and upstream-downstream relations on competitors, and (8) others entry barriers etc., please explain the extent of enterprises’ entry and exit barriers in related markets. [↑](#footnote-ref-7)
8. The description shall at least cover the following: (1) the benefits of the merger for the merging parties to improve efficiency and save on costs, for consumers, and for the overall domestic economy, including the effects on the relevant market and the upstream and downstream markets; and (2) the impact on the merging parties and the overall domestic economy if the merger is prohibited. Refer to Points 9 to 13 of the Fair Trade Commission Directions (Guidelines) on Handling Merger Filings to draw up the description. [↑](#footnote-ref-8)
9. Every merging party is required to fill out this form and also submit a photocopy of its business registration. Those business that are incorporated in jurisdiction other than Taiwan are not required to fill in Unified Business Number. [↑](#footnote-ref-9)
10. Every merging party is required to fill out this form. A photocopy of registration shall be submitted if the merging party is a group. Natural person without nationality of Taiwan shall list passport number in the column of National ID No, and business incorporated in any jurisdiction other than Taiwan is not required to fill Unified Business Number. [↑](#footnote-ref-10)
11. Each merging party shall provide the data separately. A merging party that is an individual or group as specified in Paragraph 3 of Article 11 of the Fair Trade Act shall fill out the Production and Sales Data Form for Subsidiary Enterprises. In the event that there is any information required in a column is unavailable or not applicable, please explain in the Note. [↑](#footnote-ref-11)
12. Applicants to whom the regular procedure applies shall provide statistics for the last three years. Those to whom the simplified procedure applies shall provide statistics for the last two years. Businesses that have been in operation for a period of time shorter than the aforesaid period of years shall provide statistics for the period of years they have been in operation. [↑](#footnote-ref-12)
13. Applicants to whom the regular procedure applies shall list out their top three main products (services). Those to whom the simplified procedure applies shall list out the top two main products (services). However, all products or services that the merger involves shall be listed regardless of the percentages they account for. [↑](#footnote-ref-13)
14. Tick off “Domestic” if the final product is finished in the country, regardless of the origin of materials or semi-finished products. Tick off “Foreign” if the final product is finished outside the country, regardless of the producer. Tick off both if both situations exist for the product and specify the volume produced and the volume imported in the field under “Production Volume/Import Volume”. [↑](#footnote-ref-14)
15. Capacity Utilization refers only to production conducted domestically by the business itself. [↑](#footnote-ref-15)
16. Fill in the units of sales. For service industries, the sales volume may be the number of subscribers, number of passengers, deposits and loans, number of cards issued, number of completed securities transactions, etc. [↑](#footnote-ref-16)
17. The sales price shall be the average price. For service industries, it may include various fees, interests and annual fees and all such items shall be listed. [↑](#footnote-ref-17)
18. Write down in the Note field the sources of market share statistics cited. Market share calculation shall be based on the total sales amount (volume) or conducted according to the approaches conventionally adopted in the industry in concern. [↑](#footnote-ref-18)
19. The market structure data regarding each main product (service) item, as listed in Appendix 2, of each merging party shall be provided separately. A merging party that is an individual or group as specified in Paragraph 3 of Article 11 of the Fair Trade Act shall fill out the Production and Sales Data Form for Subsidiary Enterprises. [↑](#footnote-ref-19)
20. Applicants to whom the regular procedure applies shall provide statistics for the last three years. Those to whom the simplified procedure applies shall provide statistics for the last two years. [↑](#footnote-ref-20)
21. List out each business with a market share over 10% or the top five businesses in the market, and it is recommended that the names of top six to top 10 competing businesses (sales amount and information of market share percentage are not required). However, those to whom the simplified procedure applies only need to list out the top three businesses. [↑](#footnote-ref-21)
22. Write down in the Note field the sources of market share statistics cited. Market share calculation shall be based on the total sales amount (volume) or conducted according to the approaches conventionally adopted in the industry in concern. [↑](#footnote-ref-22)
23. In principle, information on up to five upstream businesses and five downstream businesses of each main product (service) of each merging party shall be provided. Fill in information on all the upstream and downstream businesses if the numbers are less than five. A merging party that is an individual or group as specified in Paragraph 3 of Article 11 of the Fair Trade Act shall fill out the Upstream and Downstream Business Information Form for Subsidiary Enterprises. [↑](#footnote-ref-23)
24. If statistic data on the total amounts of businesses in the market is unavailable, please list estimate numbers based on merging parties’ knowledge on the market. [↑](#footnote-ref-24)