



NO 082

TAIWAN FTC NEWSLETTER

2018.8

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Mercuries & Associates Violated Fair Trade Act by Not Fully Disclosing Important Franchise Information

The FTC decided at the 1,359th Commissioners' Meeting on Nov. 22, 2017 that Mercuries & Associates Holding Ltd. (hereinafter referred to as Mercuries & Associates) had violated Article 25 of the Fair Trade Act by not fully disclosing important trading information in writing before contract signature when recruiting franchisees for its Simple Mart chain. The FTC imposed an administrative fine of NT\$700,000 on the company.

During the recruitment process and prior to contract signature, Mercuries & Associates provided its trading counterparts with certain written information but did not fully disclose important franchise information, including the consolidated distribution mechanism and computerized automatic stock replenishment system the company would adopt once the franchisees began operation, minimum quantities or standards of products to be distributed, and certain restrictions on the franchisees to be stipulated in the franchise contract, thereby making it difficult for the trading counterparts to assess the franchisor-franchisee relations. The aforesaid information was exactly what the trading counterparts needed to evaluate whether they would sign the contract or choose a different franchisor. Being the side with information advantages, Mercuries & Associates used the information disadvantage of the trading counterparts during the recruitment process and signed contracts with them without disclosing the important information in its possession. In other words, the company took advantage of information asymmetry to get business. It was obviously unfair conduct as described in Article 25 of the Fair Trade Act. Furthermore, franchisee recruitment

was a continuous process and the amount of investment needed was not small. Once the money was invested, it could not be transferred and used for other purposes. As a consequence, the practice caused competitors to lose opportunities to sign contracts and unfair competition was thus created. If the conduct was not stopped, it could go on to affect other potential trading counterparts and bring bigger damage to trading order. Therefore, as described above, Mercuries & Associates had violated Article 25 of the Fair Trade Act by not disclosing the

aforementioned information in writing. It was obviously unfair conduct that could affect trading order.

The FTC would like to remind franchisors to disclose to trading counterparts complete franchise conditions and information in writing at the time of or before contract signature in order to reduce transaction disputes later on. They are also requested to abide by the Fair Trade Commission Disposal Directions (Guidelines) on the Business Practices of Franchisors. 

Merger between Google and CGC Not Prohibited

The FTC decided at the 1,368th Commissioners' Meeting on Jan. 24, 2018 that it would not prohibit the merger between Google LLC (hereinafter referred to as Google) and Communications Global Certification Inc. (hereinafter referred to as CGC) by citing Article 13 (1) of the Fair Trade Act.

Google intended to acquire all issued shares of CGC and take control of its management and personnel appointment and dismissal. The condition met the merger patterns described in Subparagraphs 2 and 5 of Article 10 (1) of the Fair Trade Act. The principal business operations of Google included search engine service, mobile operating system licensing and online advertising. CGC was a wholly-owned subsidiary of High Tech Computer Corporation (hereinafter referred to as HTC) mainly engaging in mobile device certification and testing. There was no horizontal

overlap or vertical connection between the services provided by the 2 companies, and Google had never commissioned HTC to manufacture cell phones. Therefore, the merger belonged to the conglomerate type.

After reviewing the case, the FTC concluded that there was no important potential competition between Google and CGC. Hence, the merger would not lead to the elimination of potential competition. In addition, after merging, Google would have no incentive to extend its android or apps market power to the mobile device certification and testing market by imposing tie-in sales or refusing to license other businesses. In other words, the merger would not lead to any significant competition restraint. Therefore, the FTC cited Article 13 (1) of the Fair Trade Act and did not prohibit the merger.

Merger between Shandong Ruyi and A&AT Business Units Not Prohibited

Chinese company Shandong Ruyi International Fashion Industry Investment Holding Co. Ltd. (hereinafter referred to as Shandong Ruyi), the parent company of the Shandong Ruyi Group, intended to acquire 100% of the shares of Dutch company Arteva Global Holdings B.V. and American company A&AT LLC (together hereinafter referred to as A&AT business units) owned by INVISTA Equities LLC. The condition met the merger patterns described in Subparagraphs 2 and 5 of Article 10(1) of the Fair Trade Act. At the same time, since the merging parties together accounted for over one quarter of the elastic fiber market share, the condition also complied with the regulation set forth in Subparagraph 2 of Article 11 (1) of the Fair Trade Act whereas the provision specified in Article 12 of the same Act did not apply. Hence, Shandong Ruyi filed a merger notification with the FTC.

Shandong Ruyi engaged in the manufacturing and processing of textiles and textile materials and fashion design, with production and sales of cotton yarn, sheep wool, cotton and garments being the main sources of its revenue. The group produced elastic fibers, but the production only made up a very small percentage of its income. The A&AT business units mainly manufactured synthetic fibers and elastic fibers were their principal products; Leica® was one of their elastic fiber brands. Since the business items of the merging parties, A&AT business units and Shandong Ruyi, overlapped in elastic fibers, the merger belonged to the horizontal type.

Domestically manufactured fiber products were mainly made of polyester. Elastic fibers only accounted

for a very small proportion of products. In order to confirm whether elastic fibers and polyester belonged to the same product market, the FTC, besides inquiring the opinions of related trade unions, also referred to similar cases and textile investigation reports from the EU. After assessment, the FTC concluded that the physical characteristics and uses of the 2 types of products, substitutability in between, materials applied, prices, price changes and production equipment were all different and, therefore, decided that polyester and elastic fibers belonged to different markets. Meanwhile, since most elastic fiber businesses had set up their plants in Asia, transportation costs were low and trade barriers did not exist. Hence, the geographic market was defined as the entire world. However, the domestic market was the main consideration when the evaluation of competition was considered.

Domestically produced textiles and garments were mostly exported. The raw materials and end products could be imported and exported without any restriction. The A&AT business units were leading suppliers in the elastic fiber market, but Shandong Ruyi only accounted for a tiny percentage of the domestic elastic fiber market share. The influence of the 2 companies on the structure of the domestic market after merging would be limited.

In addition, there were still a few domestic elastic fiber manufacturers and other large international elastic fiber businesses to compete with. Hence, it was unlikely that the merger would lead to agreements on business activity restrictions or concerted actions among the competitors.

Lastly, the multifold increase in the amounts spent by domestic businesses on elastic fiber purchases from China and Vietnam indicated that there were no barriers to the importation and exportation of elastic fibers. The merging parties still had to face competition from existing businesses. No significant market entry barriers existed. Trading counterparts at the downstream level had many other choices as well

as enough countervailing power to cope if the merging parties jacked up their product prices.

Based on the results of its assessment, the FTC concluded that the merger would not lead to significant competition restraints and, therefore, did not prohibit the merger by citing Article 13 (1) of the Fair Trade Act. 

Merger between NSP, Gintech and Solartech Not Prohibited

The FTC decided at the 1,380th Commissioners' Meeting on Apr. 18, 2018 that it would cite Article 13 (1) of the Fair Trade Act and not prohibit the merger between Neo Solar Power Corporation (hereinafter referred to as NSP), Gintech Energy Corporation (hereinafter referred to as Gintech) and Solartech Energy Corporation (hereinafter referred to as Solartech). NSP had filed a merger notification regarding its intention to acquire the 2 other companies through a stock-for-stock merger. After merging, NSP would be the surviving company (and would be renamed to United Renewable Energy Co., Ltd.) and the other 2 companies would cease to exist.

NSP, Gintech and Solartech were all producers and suppliers of solar cells and modules; therefore, the product market would be the solar cell market and solar module market and the merger belonged to the horizontal type. After the merger, the sales of solar cells of the merging parties would go up, but the gap in terms of the market share between them and other competitors across the globe would be small and market competition would remain fierce. As for solar modules, the post-merger market share increase would be limited. In addition, there were still domestic and international competitors of considerable business scale. The influence on the market would therefore be slight. The FTC's investigation also indicated

that more than 90% of the products of domestic photovoltaic businesses were exported, meaning that demand in the domestic market was insignificant and pricing would still be subject to developments in the global market. Moreover, the merging parties would not be able to raise their prices unilaterally in the domestic market because the downstream businesses had other trading counterparts to switch to. Therefore, the influence of the merger on market competition would not be significant.

The domestic solar energy productivity was limited by the economic scale of operations and most photovoltaic businesses set their focus on the production of solar cells. After merging, the surviving company would be able to raise more funds to invest in technological research and development and innovation to build its own module brands. At the same time, the surviving company could take advantage of current government efforts to promote domestic demand for solar modules to consolidate sales of modules and systems and help upgrade the solar energy industry. The outcome would be advantageous to the overall development of the economy.

After assessment, the FTC concluded that the overall economic benefits of the merger would outweigh the disadvantages from competition restraints and therefore did not prohibit the merger. 

Hefeng Construction Posted False Advertising in Violation of the Fair Trade Act

The FTC decided at the 1,366th Commissioners' Meeting on Jan. 10, 2018 that Hefeng Construction Co., Ltd. (hereinafter referred to as Hefeng Construction) had violated Article 21 (1) of the Fair Trade Act by turning part of the parking area into bathrooms and vacant lots into parking spaces on the ground floor, as well as indicating that the balconies, orchards, terraces, water tank rooms and empty spaces on the 2F, 3F, 4F and rooftop first level were part of the interior space, including living rooms, bedrooms, studies, bathrooms and dining rooms, on the floor plans for the "Hefeng Zunrong", "Hefeng Zungui" and "Hefeng Zunjue" units when marketing the "Lizun Villas" housing project located in Nantou City, Nantou County. The practice was a false and misleading representation with regard to content and use of product and also could affect transaction decisions. The FTC imposed an administrative fine of NT\$400,000 on the company.

When marketing the "Lizun Villas" housing project, Hefeng Construction posted the floor plans for the "Hefeng Zunrong", "Hefeng Zungui" and "Hefeng Zunjue" units on the Internet and indicated that part of the parking area on the ground floor designated as bathrooms and vacant lots would be parking spaces, and also marked the balconies, orchards, terraces, water tank rooms and empty spaces on the 2F, 3F, 4F and rooftop first level as part of the interior space, including living rooms, bedrooms, studies, bathrooms

and dining rooms. For homebuyers, the overall impression was that they could legally use the space as indicated on the floor plans after purchasing such units. Therefore they would make their transaction decisions as a result of this perception. However, in the drawings attached to the building permit, the aforesaid interior space was denoted as parking areas, balconies, orchards, terraces, water tank rooms and empty spaces. Moreover, according to the opinions of the Nantou County Government, the use of the aforementioned space as part of the interior would be inconsistent with the drawings approved. In addition, as specified in Article 39 of the Building Act, increasing the floor area would require application for the approval of a change in design. The problem was that the floor space ratio of the housing project in question had already reached the upper limit, and as such an increase in floor area was not possible. Even if the application were to be filed, it would not be approved.

The content of advertising posted by Hefeng Construction to market the "Lizun Villas" housing project was inconsistent with reality, and the practice could have caused consumers to have wrong perceptions regarding the content and use of the housing project or make wrong transaction decisions. Hence, it was a false and misleading representation in violation of Article 21 (1) of the Fair Trade Act. 

Susen Biochemistry Tech Violated Fair Trade Act by Changing Its Sales System and Product Items without Filing in Advance

The FTC decided at the 1,368th Commissioners' Meeting on Jan. 24, 2018 that Susen Biochemistry Tech Co., Ltd. (hereinafter referred to as Susen Biochemistry Tech), a multi-level marketing business, had violated Article 7 (1) of the Multi-level Marketing Supervision Act by changing its sales system and product items without filing with the FTC in advance. The FTC imposed an administrative fine of NT\$100,000 on the company.

Susen Biochemistry Tech registered its multi-level marketing operation with the FTC in May 2002, with sales of nutritional and healthcare products and feminine hygiene products being its main product items. However, when visiting the main office of Susen Biochemistry Tech on Aug. 28, 2017 for business

inspection, the FTC discovered that the company had changed the points to be given for the "single (purpose) package for females and children," "assorted box" and 6 other feminine hygiene products. The points could have an effect on the issuance of prize money in the sales system. Meanwhile, the company had also stopped selling "acerola tablets," "healthcare toothpaste" and 34 other items, and had added the "box of extra long (pink) sanitary napkins for nighttime and daytime use," "box of (yellow) sanitary napkins with super absorbency for nighttime use" and 2 other feminine hygiene products without filing with the FTC. The conduct was in violation of Article 7 (1) of the Multi-level Marketing Supervision Act. 

Establishment of the “Fair Trade Commission Disposal Directions (Policy Statements) on the Vertical Integration or Joint Operation between Liquefied Petroleum Gas Packing Enterprises and Retailers”

In 2016, the FTC conducted a census to understand whether there were still bottled liquefied petroleum gas (hereinafter referred to as LPG) “distribution centers” operating and also launched an investigation in counties and cities where such organizations were more likely to exist. The results indicated that there were no longer such organizations. Hence, the FTC made an announcement to abolish the “Fair Trade Commission Disposal Directions (Policy Statements) on Bottled Liquefied Petroleum Gas (LPG) Manual Distribution Center Operations” on Oct. 7, 2016. However, the investigation revealed that vertical integration or joint management between bottled gas distribution sites and gas stores had become increasingly common; therefore, the FTC established the “Fair Trade Commission Disposal Directions (Policy Statements) on the Vertical Integration or Joint Operation between Liquefied Petroleum Gas Packing Enterprises and Retailers” (hereinafter referred to as the Disposal Directions) and announced them on Dec. 12, 2017. The Disposal Directions include 9 points and the key contents are as follows:

1. Background description

The operations in the LPG industry are divided into 4 stages, namely, production, distribution, packing and retailing. Government control was gradually removed starting in 1993. After over two decades of competition in the LPG packing market and retail market, vertical integration or joint operation between LPG packing enterprises and retailers has become more and more common. However, as vertical transactions and

horizontal competition exist between such businesses, the market power of LPG packing enterprises is bound to have an effect on the LPG retail market. The Disposal Directions have thus been established to prevent the practice of vertical integration or joint operation between LPG packing enterprises and retailers from violating the Fair Trade Act.

2. Definitions

Related terms applied in the Disposal Directions are defined according to Subparagraphs 13 and 14 of Article 2(1) of the Petroleum Administration Act and the experience of the FTC in handling the practices adopted in the LPG industry, including those related to LPG, LPG packing enterprises, LPG retailers, vertical integration and joint operation.

3. Market Definition

The relevant market is defined according to the principle of the FTC for relevant market definition and the FTC’s experience in handling the practices adopted in the LPG industry. The product market is defined as including the LPG packing market and LPG retail market. The geographic market is defined as the municipality or county/city where the business is registered. If necessary, the definition will be determined in accordance with the conditions of individual cases.

4. Market Share Calculation

The formula for the calculation of market share in the relevant market is established according to the

experience of the FTC in handling the practices adopted in the LPG industry. The market share in the packing market is calculated according to the ratio of the volume of LPG that each LPG packing enterprise purchases (sells) to the total volume that all the LPG packing enterprises purchase (sell). The market share in the retail market is calculated according to the ratio of the volume of LPG that each LPG retailer purchases (sells) to the total volume of LPG that all the LPG retailers purchase (sell). It can also be calculated according to the sales, number of customers, number of retailers or other production and sales data.

5. Likely Violation Patterns

Regulations on the integration, joint operation, resale price restrictions and other competition restraint practices adopted by LPG packing enterprises and retailers are specified. 4 common patterns of illegal concerted actions adopted by LPG packing enterprises and retailers, 7 types of possible competition restraint practices to be applied by LPG packing enterprises after vertical integration, and 2 competition restraint practices likely to be adopted by LPG retailers engaging in joint operation are also listed. 

Statistics on Merger Cases

Businesses may merge through acquisition, joint management, joint investment, etc. to achieve the benefits of economic of scale in order to boost management efficiency and international competitiveness. To prevent excessive concentration in the market after expansion of the business scale of merging parties from impeding competition, it is specified in the Fair Trade Act that businesses are required to file with the FTC in advance when the merger achieves a certain scale. When the full text of the Fair Trade Act was amended and announced on Feb. 4, 2015 in response to developments in the domestic economy and international trends, the definition, range, contents of merger notification and the review period were also revised considerably.

According to the statistics of the FTC, 31 mergers were filed between January and June this year (2018). 31 cases were processed and closed. Judging by the handling results, 11 mergers were not prohibited and review was suspended in 20 cases. From Feb. 2002 (when the Fair Trade Act was amended on Feb. 6, 2002, the system of application for approval was replaced by the system of application for objection) to the end of June this year, the FTC processed and closed 917 cases. Judging by the handling results, 458 mergers (49.9%) were not prohibited, 7 mergers (0.8%) were prohibited, and review was suspended in 446 cases [48.6% but 350 (78%) of the cases either did not reach the filing threshold or involved extraterritorial mergers and had no influence on the domestic market], and 6 cases were combined with others.

Table 1 Statistics on Closed Merger Cases-by Results of Decisions

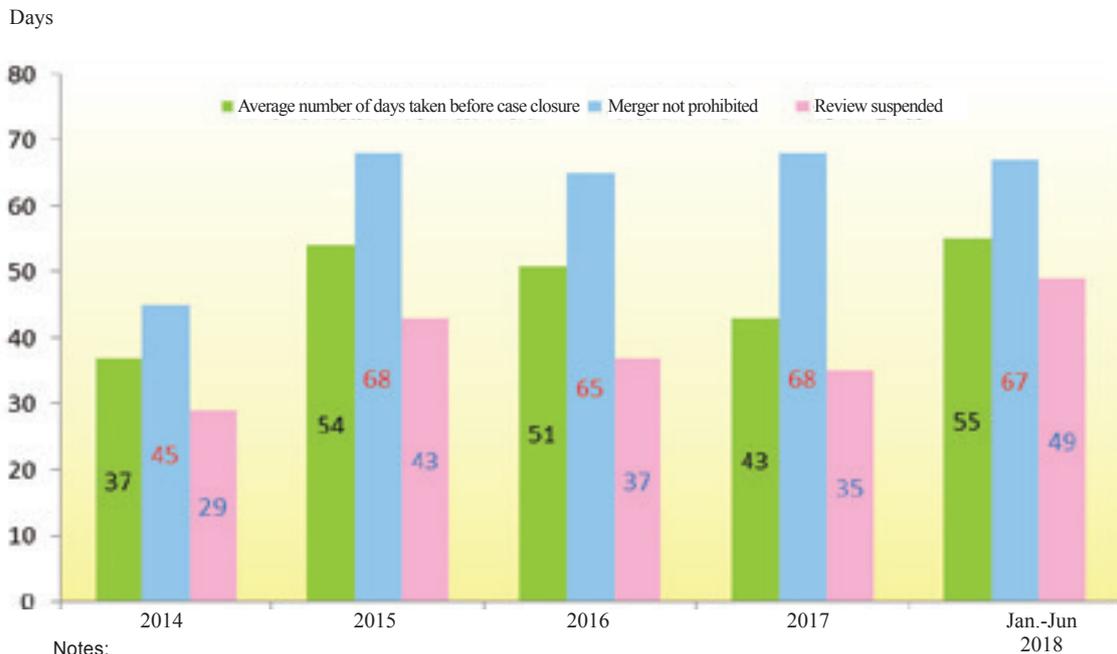
Unit: Case

Year	No. of Merger Cases	Merger Not Prohibited	Merger Prohibited	Review Suspended	Case Combined with Another
Total	917	458	7	446	6
Feb. 2002 to 2010	487	260	7	219	1
2011	60	28	-	32	-
2012	47	26	-	20	1
2013	50	30	-	19	1
2014	66	33	-	33	-
2015	63	26	-	35	2
2016	69	33	-	35	1
2017	44	11	-	33	-
Jan.-Jun. 2018	31	11	-	20	-

Note: When the Fair Trade Act was amended on Feb. 6, 2002, the system of "application for approval" was replaced by the system of "application for objection".

31 merger cases were processed and closed between January and June this year. The average number of days taken to close the cases from the date of reception to the date of case closure was 55 days (the time taken for applicants to turn in further documents included). Compared to 2017, this average was 12 days longer. Judging by the handling results, the average time taken to close cases in which the merger was not prohibited was 67 days (1 day less compared to the year before), and the average time taken to suspend the review as a result of procedural inconsistencies, the merger not achieving the filing threshold or the case involving an extraterritorial merger and having no influence on the domestic market was 49 days.

Fig. 1 Average Numbers of Days Taken before Case Closure

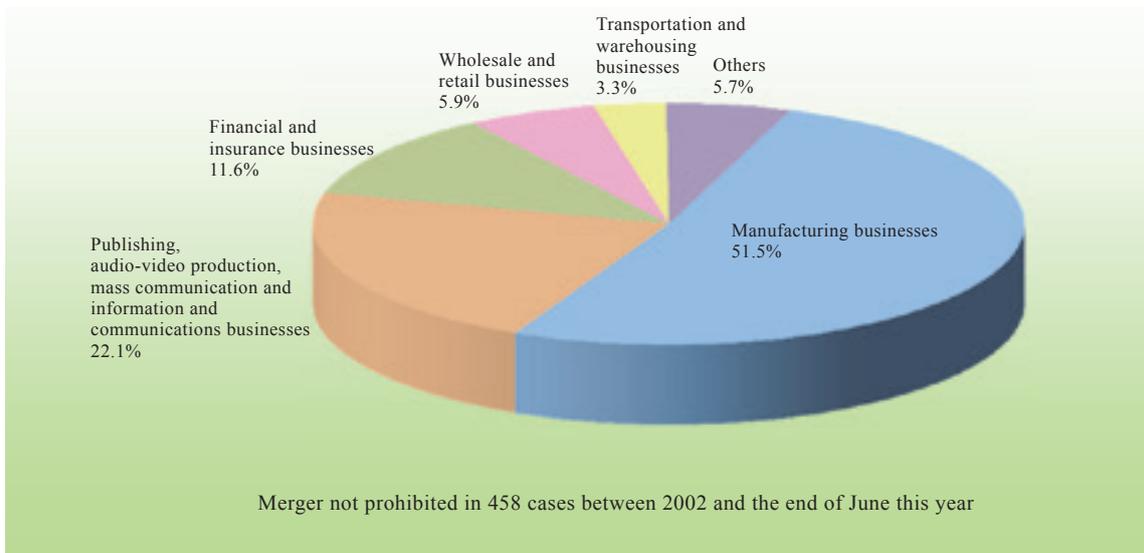


Notes:

1. The number of days taken before case closure is calculated starting from the date the merger notification is received to the date the case is closed. The time needed for the submission of further documents and information is included.
2. When the Fair Trade Act was amended on Feb. 4, 2015, the permissible length of the review extension was revised from “30 days” to “60 days”, and the “calendar days” were revised to become “workdays” on Jun. 14, 2017 (Paragraph 8, Article 11 of the Fair Trade Act).

Between January and June this year, 11 mergers were not prohibited. Manufacturing businesses formed the largest group. There were 7 (63.6%) of them. From Feb. 2002 to the end of June this year, 458 mergers were not prohibited. The 236 cases (51.5%) involving manufacturing businesses formed the largest group, followed by 101 cases (22.1%) associated with publishing, audio-video production, mass communication, and information and communications businesses, and then 53 cases (11.6%) related to financial and insurance businesses. These 3 types together accounted for 85% of the cases in which the merger was not prohibited.

Fig. 2 Merger Not Prohibited-by industry



FTC Activities in May and June 2018

- ⚡ On May 2, 3, 8, 9 and 25, the FTC respectively conducted the “Fair Trade Act and Multi-level Marketing Supervision Act Training Camp” at the Department of Business Management of National Kaohsiung Normal University, the Department of Entrepreneurship Management of National Kaohsiung University of Science and Technology, the Department of Agribusiness Management of National Pingtung University of Science and Technology, the Graduate Institute of Science and Technology Law of National Kaohsiung University of Science and Technology, and the Department of Finance and Department of Business Management of Tainan University of Technology.
- ⚡ On May 4, the FTC held the “2018 Fair Trade Act Special Topic Lecture on the Latest Regulations on Concerted (Cartel) Actions and Case Analysis, an Overview of the Regulations on the Implementation of a Leniency Policy and Regulations on Payment of Rewards for Reporting Illegal Concerted Actions” in Taichung City.
- ⚡ On May 9, the FTC respectively conducted the “Fair Trade Act and Multi-level Marketing Supervision Act Training Camp” for the teachers and students of the Graduate Institute of Technology Management of National Taiwan University of Science and Technology and the Department of Banking and Finance of Takming University of Science and Technology.
- ⚡ On May 25, the FTC conducted a presentation on “Multi-level Marketing Laws and Regulations” in Pingtung County.
- ⚡ On May 26, the FTC conducted a presentation on “Various Aspects of Trading Traps” at the Indigenous Peoples Commission, Taipei City Government.
- ⚡ On Jun. 1, the FTC conducted a presentation on the “Regulations in the Fair Trade Act on Trade Associations and Observance of Antitrust Law” in Taipei City.
- ⚡ On Jun. 4, the FTC conducted the “Fair Trade Act and Multi-level Marketing Supervision Act Training Camp” at the Department of Wealth and Taxation Management of National Kaohsiung University of Science and Technology.
- ⚡ On Jun. 7, the FTC conducted the 2018 “Fair Trade Act Seed Teacher Workshop” for Junior and Senior High School students in Taoyuan City.
- ⚡ On Jun. 7, the FTC conducted the “Fair Trade Act and Multi-level Marketing Supervision Act Training Camp” for the teachers and students of the Department of Public Finance and Taxation of Takming University of Science and Technology.
- ⚡ On Jun. 11 and 13, the FTC respectively conducted the “Fair Trade Act and Multi-level Marketing Supervision Act Training Camp” at the College of Law of Tunghai University and the Department of Marketing and Distribution Management of National Pingtung University.
- ⚡ On Jun. 22, the FTC held the “Presentation on Online Registration Using the Multi-level Marketing Management System and Things to Note” at the FTC.
- ⚡ On Jun. 23, the FTC and Taiwan Fair Trade Law Society co-hosted the “2018 Second Seminar” of the society in Taipei City.
- ⚡ On Jun. 29, the FTC held a promotional seminar on the “Development of the Bulk Material Industry and Fair Trade” in Taichung City.
- ⚡ On Jun. 30, the FTC conducted a presentation on the “Various Aspects of Trading Traps” at the Department of Indigenous Peoples, Pingtung County Government.



1. The FTC holding the "2018 Fair Trade Act Special Topic Lecture on the Latest Regulations on Concerted (Cartel) Actions and Case Analysis, an Overview of the Regulations on the Implementation of a Leniency Policy and Regulations on Payment of Rewards for Reporting Illegal Concerted Actions" in Taichung City
2. The FTC conducting a presentation on "Multi-level Marketing Laws and Regulations" in Pingtung County
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5. The FTC conducting the 2018 "Fair Trade Act Seed Teacher Workshop" for Junior and Senior High School students in Taoyuan City
6. The FTC conducting the "Fair Trade Act and Multi-level Marketing Supervision Act Training Camp" at the Department of Marketing and Distribution Management of National Pingtung University



7. The FTC and Taiwan Fair Trade Law Society co-hosting the "2018 Second Seminar" of the society in Taipei City



8. The FTC holding a promotional seminar on the "Development of the Bulk Material Industry and Fair Trade" in Taichung City

FTC International Exchanges in May and June 2018

- ▲ On May 23, the FTC attended a teleconference held by the ICN Unilateral Conduct Working Group.
- ▲ From May 4 to 8, the FTC Commissioner Hong Tsai-Long led a delegation to attend the routine June Meeting of the Competition Committee of the OECD in Paris, France. On Jun. 11, the delegation also attended the First Joint IMF-OECD-World Bank Conference on Structural Reforms.
- ▲ From Jun. 12 to 14, the FTC attended the WTO Thematic Seminar on Competition Policy, Trade and Development in Geneva, Switzerland.
- ▲ From Jun. 18 to 22, the FTC's staff members went to the Competition Commission of the Kingdom of Eswatini for a capacity development cooperation and training project and also to serve as lecturers.



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1. The FTC Commissioner Hong Tsai-Long attending the routine June Meeting of the Competition Committee of the OECD in Paris, France
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4. The FTC going to the Competition Commission of the Kingdom of Eswatini for a capacity development cooperation and training project

Dear Readers,

In order to improve the quality of our Taiwan FTC Newsletter, we would like to request a few minutes of your time to fill in the questionnaire below. It would be appreciated if you could please directly fill in the questionnaire at the website (<http://www.ftc.gov.tw>). Thank you for your assistance and cooperation.

Regards
Fair Trade Commission

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- Category of your organization
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 Very Good Good Average Bad Very Bad

2. Are the articles clear and understandable or difficult to understand?
 Very Clear Clear Average Difficult Too Difficult

3. Are you satisfied with the contents of the Taiwan FTC Newsletter, including choice of subjects, length and thoroughness of articles?
 Very satisfied Satisfied Average Dissatisfied Very Dissatisfied

4. Which section is your favorite one?
 Selected Cases Regulation Report FTC Statistics FTC Activities
 FTC International Exchanges

5. What more would you like to see in the Taiwan FTC Newsletter, e.g. different subjects? Do you have any other suggestions?

Your advice : _____

Taiwan FTC Newsletter

Publisher	Huang, Mei-Ying
Editor- in-Chief	Hsu, Shu-Hsin
Deputy Editor-in-Chief	Hu, Tzu-Shun
Co-editor	Cho, Chiu-Jung Chiu, Shu-Fen Sun, Ya -Chuan Wu, Ting-Hung Chen, Chung-Ting Chen, Yuhn-Shan Li, Yueh-Chiao Hsueh, Kuo- Chin
Publishers & Editorial Office	Fair Trade Commission, R.O.C. Address:12-14 F., No. 2-2 Jinan Rd., Sec. 1, Taipei, Taiwan, R.O.C. Website: http://www.ftc.gov.tw Telephone: 886-2-23517588 Fax: 886-2-23975075 E-mail: ftcnl@ftc.gov.tw
Date of Publication	August 2018
First Date of Publication	February 2008
Frequency of Publication	Bimonthly(the Chinese language edition during odd-number month, and the English language edition during even-number month.)
Price	NT\$ 15 per single copy, NT\$ 180 per year (both Chinese version and English version) and NT\$ 90 per language version
Subscription Phone Line	886-2-2351-0022
Subscription Fax	886-2-2397-4997
Exhibition Place	Service Center on the 13th Floor of the Commission Telephone:886-2-2351-0022 Address:13 F, No. 2-2 Jinan Rd., Sec. 1, Taipei, Taiwan, R.O.C. Wunan Book Co., Ltd. Telephone: 886-4-2226-0330 Address: No. 6, Chungshan Road, Taichung City, Taiwan, R.O.C. Government Publications Bookstore Telephone: 886-2-2518-0207 Address: 1F, No. 209, Sung Chiang Rd., Taipei, Taiwan, R.O.C.
Printer	Hon Yuan Printing Co., Ltd. Address: 9F-1, No. 602, Pa The Rd., Sec 4 Taipei, Taiwan, R.O.C. Telephone: 886-2-2768-2833



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ISSN 2070124-1



9 772070 124009

GPN:2009700036

PRICE:NT\$15