

The Announcements of Trade Competition Commission
Subject: Rules, Procedures and Conditions for Notification of Business Merging Results
B.E. 2561

Section 51, paragraph one of the Trade Competition Act B.E. 2560 stipulates that business operators who conduct business merging that many cause significant competition reductions in a particular market in accordance with the rules set forth by the Trade Competition Commission are required to notify the business merging results to the commission. Moreover, Section 51, paragraph three stipulates that such notification shall specify the market share, sales amount, capital amount, shares quantity or minimum asset amount of the business merging. Section 51, paragraph five stipulates that the commission shall set the rules, procedures and conditions for notification of business merging results.

By virtue of Section 17 (2) and Section 51, paragraph one and five of the Trade Competition Act B.E. 2560, the Trade Competition Commission therefore issues the following notification.

1. This notification is called “Notification of Trade Competition Commission on Rules, Procedures and Conditions for Notification of Business merging Results B.E. 2561.”

2. This notification shall come into force from the day following the date of its publication in Government Gazette.

3. In this notification,

“Business merging that many cause significant competition reductions in a particular market” means the business combination of which the total sales amount of any one business operator or business operator that will merge businesses in any particular market is one billion baht or more and does not cause monopoly or dominate over the market.

To count sales amount of business operator in any particular market, the sales amount of those who have a business relationship with the policy or authority shall be included in accordance with the rules announced by the Commission.

“Monopoly” means being a single business operator in any particular market that has the power to determine the price and quantity of their products or services independently, and has sales amounts ranging from one billion baht or more.

“Date of business merging” means the date on which one business exists and another business ends or bring about a new business, the date on which asset ownership transfer completed, or the date on which share transfer completed as specified in Section 51 paragraph four (1) (2) or (3), as the case may be.

4. In a business merging that may cause significant competition reductions in any particular market, the existing operator or the newly born operator under Section 51 paragraph four (1) or the operator who acquired assets under Section 51 paragraph four (2) or the operator who acquired shares under Section 51 paragraph four (3) shall be required to notify the business merging results to the commission within seven days from the date of business merging at Office of the Trade Competition Commission or by a registered mail.

5. To notify the business merging results under Article 4, the operator is required to fill out the information and notify the business merging results as form specified by the Secretary General, together with the following supporting documents.

(1) Copy of documents submitted to the Department of Business Development in case of merger

(2) Copy of documents submitted to the Office of the Securities and Exchange Commission in case of buying shares according to the tender offer

(3) Copy of documents related to the purchase of shares or assets, such as sales contracts, appraisal documents

(4) Minutes of the Executive Committee or shareholders who have a resolution to merge the business of each business operator or documents showing the intention to merge businesses

(5) Other details related to business merging

(6) Annual meeting minutes and financial statements for the latest year that the auditor has certified for each business operator who has merged business for the past 3 years

(7) Copy of shareholder list of each business operator both before and after the business merging

(8) Power of attorney (if any)

The authorized signatory of the juristic person is required to sign and affix the seal of the juristic person (if any) on every page.

6. Business merging for internal structure adjustment of business operators with policy or authority relationship as stipulated by the commission shall not have to notify the business merging results according to this notification.

7. Chairperson of the Trade Competition Commission shall be in charge of this notification.

Announced on _____ October B.E. 2561

(Mr. Sontirat Sonthijirawong)
Minister of Commerce, Chairperson of
Trade Competition Commission