

**The Trade Competition Commission Notice on
Rules, Procedures, and Conditions for Notification of Merger Transaction
B.E. 2561 (2018)**

Section 51, para 1 of the Trade Competition Act B.E. 2560 (2017) obliges undertakings involved in merger that may significantly restrict competition in a relevant market corresponding to the Notice announced by the Trade Competition Commission shall inform the completion of merger to the Commission and Section 51, para 3 requires such Notice to indicate minimum market share, sales revenue, registered capital, number of shares, or amount of assets for a merger. Moreover, Section 51, para 5 obliges the Commission to announce the rules, procedures, and conditions for the notification of the completion of merger transaction.

The Trade Competition Commission, pursuant to Section 17 (2), Section 51, para 1 and para 5 of the Trade Competition Act B.E. 2560, therefore, announces the Notice as follow:

1. This Notice is called “The Trade Competition Notice on for Notification of Merger Transaction B.E. 2561”

2. This Notice shall be effective on the following day after the day that this Notice being published in the Government Gazette onwards.

3. In this Notice,

“A merger that may significantly restrict competition in a particular market” means a merger of undertakings with sales revenue of one of the merging undertaking or a combined sales revenue of merging undertakings of 1,000 million baht or higher and does not constitute a monopoly or an undertaking with dominant position;

Sales revenue in a particular market shall include sales revenue of all undertakings under common policy relations or common controlling interests as described in the Commission’s Notice;

“Monopoly” means a sole undertaking in a particular market in which it has a power to determine price and product quantity or service independently and has the sales revenue of 1,000 million baht or higher;

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“A Date of Acquisition” means a date when one undertaking remains and another undertaking ceased to exist, a date when the registration of assets’ ownership transfer is completed, or a date when there is a transfer of shares pursuant to Section 51, para 4 (1), (2), or (3), depending on circumstances.

4. In a merger that may significantly restrict competition in a particular market, an existing undertaking or a newly established undertaking under the provision of Section 51, para 4 (1), or an undertaking that have acquired assets under the provision of Section 51, para 4 (2), or an undertaking that have purchased shares under the provision of Section 51, para 4 (3) shall notify the completion of merger transaction to the Trade Competition Commission within 7 days from the date of merger at the Trade Competition Commission of Thailand (TCCT) or by registered mail.

5. To notify the completion of merger transaction as in 4, a form prescribed by the Secretary-General shall be completed with required data and details along with supporting evidential documents as follow:

(1) copies of documents submitted to the Department of Business Development in a case of merger;

(2) copies of documents submitted to the Securities and Exchange Commission in a case of shares purchase through tender offer;

(3) copies of documents relevant to the purchase(s) of shares or assets, such as sales & purchase agreement or documents related to price appraisal;

(4) reports of the meeting of directors or of shareholders on the occasion of merger approval of each and every undertaking in that merger or documents indicate intention to merge;

(5) other details relevant to a merger;

(6) an auditor-certified report of an annual general meeting of each and every undertaking in that merger for the last 3 years;

(7) copies of lists of shareholders’ names of each and every undertaking in that merger, prior and after the merger;

(8) a power of attorney (if any);

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The authorized officer on behalf of the undertaking shall sign and stamp with an undertaking's seal (if any) on each and every page of these documents.

6. A merger for the purpose of internal restructuring of undertakings under common policy relations or common controlling interests corresponding with the Notice announced by the Commission shall not notify the completion of merger transaction under this Notice.

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

This Notice is announced on 4 October B.E. 2561 (2018)

Sondhirat Sondhijirawong

Minister of Commerce acting as the Chairperson of

The Trade Competition Commission

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