

并购审查计划制定与实施及与相关方的沟通

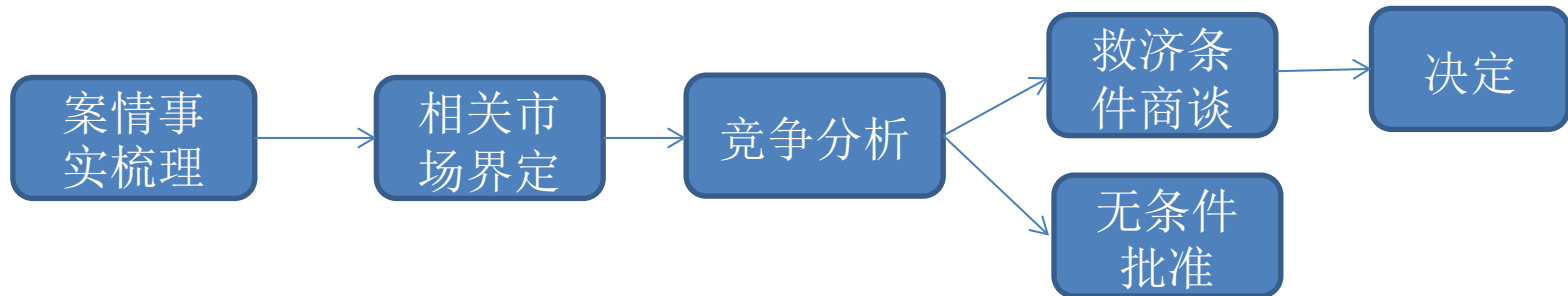
**Investigation planning and communication
with participants in the merger review process**

2014年10月20日

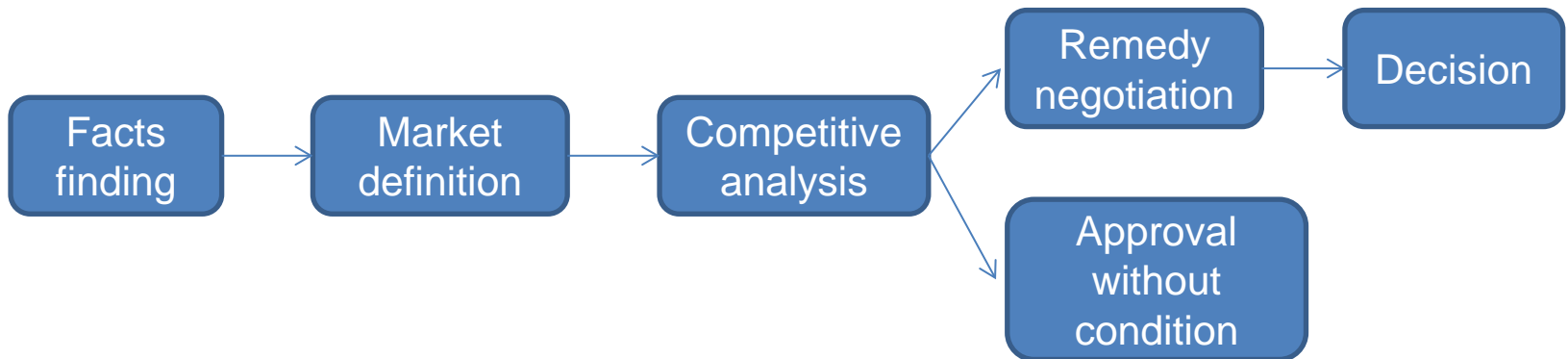
Oct 20, 2014

- 一、审查小组的建立
 - 案件分类：简易案件和非简易案件
 - 重大复杂案件：成立4人审查小组（法律+经济+监察），必要时外聘专家团队
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- **I. Establishing case team**
 - Types of cases: simple and non simple
 - Important and Complicated cases: establishing 4-person case team (law + economics + supervision), hiring relevant experts if necessary

- 二、审查计划制定与实施



- II. Investigation planning and implementation



- **二、审查计划制定与实施**

- **案情事实梳理：**

- 所涉产品
- 所涉行业
- 集中性质：横向、纵向、混合
- 市场份额
- 市场反应

- **II. Investigation planning and implementation**

- **Facts finding:**

- Relevant product
- Relevant industry
- Type of concentration: horizontal, vertical, conglomerate
- Market share
- Market feedback

- 二、审查计划制定与实施
- 相关市场界定：
 - - 相关商品市场
 - - 相关地域市场
- 与申报方及其他市场参与者的沟通

- **II. Investigation planning and implementation**
- **Market definition:**
 - - relevant product market
 - - relevant geographic market
- **Communication with notifying parties and other market participants**

- 二、审查计划制定与实施

- 竞争分析（定量分析）：

- - 市场份额
- - 市场集中度分析
- - 价格上涨预测

- **II. Investigation planning and implementation**

- **Competitive analysis (quantitative analysis):**

- - market share
- - market concentration (HHI test)
- - projection of price rise

- 二、审查计划制定与实施

- 竞争分析（定性分析）：

- - 实地调研
- - 行业问卷
- - 专家座谈会
- - 国际交流

- **II. Investigation planning and implementation**

- **Competitive analysis (qualitative analysis) :**

- - Onsite inspection
- - Questionnaire to competitors and customers
- - Symposium
- - International cooperation

- **二、审查计划制定与实施**

- **竞争分析（证据识别）：**

- - 市场份额及市场集中度
- - 参与集中经营者对上游原材料的控制力
- - 下游客户的购买力及转换供应商的能力
- - 知识产权、专有技术
- - 市场进入条件

- **II. Investigation planning and implementation**

- **Competitive analysis (evidence identifying) :**

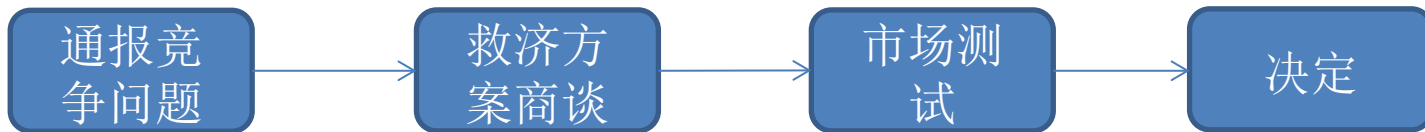
- - market share and concentration
- - notifying party's capability of controlling raw materials
- - customer's purchasing power and its capability of changing supplier
- - intellectual property, know – how
- - market entry conditions



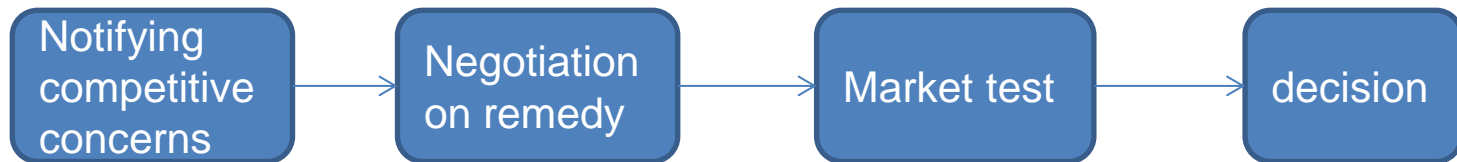
- 二、审查计划制定与实施
- 竞争分析（竞争效果认定）：
 - - 单边效应
 - - 协同效应

- **II. Investigation planning and implementation**
- **Competitive analysis (effects identifying) :**
 - - unilateral effect
 - - coordinated effect

- 二、审查计划制定与实施
- 决策



- **II. Investigation planning and implementation**
- **Decision making**



- 三、保密

- 申报材料
 - - 保密版：仅限于审查小组
 - - 公开版：用于征求意见
- 国际合作：弃权声明

- **II. Confidentiality practice**

- **Notification material**
 - - confidential version: case team only
 - - non-confidential version: being used for comment soliciting
- **International cooperation: waiver**



- 谢谢!
- **Thank you!**