

	<p style="text-align: center;">CIVIL AVIATION AUTHORITY OF MALAYSIA AVIATION POLICY & DEVELOPMENT DIVISION ECONOMIC & COMPETITION</p> <p style="text-align: center;">NOTIFICATION FOR AN ANTICIPATED MERGER OR A MERGER APPLICATION FORM</p>	<p style="text-align: right;">CAAM/CPD/CEC/03</p>
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Section A. General Instructions

1 Form, Application Document, and Supporting Documents

- 1.1 The Civil Aviation Authority of Malaysia (“CAAM”) prescribes this merger application form (“Form”) for a notification and an application relating to an anticipated merger under section 36U of the Civil Aviation Authority of Malaysia Act 2017 [Act 788] (“the Act”) or a merger under section 36V of the Act.
- 1.2 Section B of this Form provides a description of the information and supporting documents which must be provided by the applicant in making a notification and an application relating to an anticipated merger or a merger. For the purpose of Section B of this Form, “merger” refers to either an anticipated merger or a merger, unless provided otherwise.
- 1.3 The applicant must provide all required information as listed in Section B of this Form in a single document (“Notification and Application Document”).
- 1.4 The applicant must provide relevant supporting documents to substantiate the information provided or claim made in the Application Document. The supporting documents must be attached to the Notification and Application Document, and tagged and numbered systematically.
- 1.5 Section B of this Form must also be completed by the applicant to provide an index of the information provided in the Application Document and the supporting documents.
- 1.6 Any claim made by the applicant in its Notification and Application Document must be substantiated by evidence or data. Any evidence or data provided by the applicant must be accompanied by a clear explanation on the source of the evidence or data, the assumptions made, the methodology employed, and the reasoning for the assumptions and methodology. Unsubstantiated claims will be rejected by CAAM.
- 1.7 In preparing the Application Document and supporting documents, the applicant is advised to refer to the Guidelines on Aviation Service Market Definition, Guidelines on Notification and Application Procedure for an Anticipated Merger or a Merger, and Guidelines on Substantive Assessment of Mergers. These Guidelines are available on the CAAM’s website at <https://www.caam.gov.my/industry/competition/guidelines-and-competition-forms/>.

2 Confidential Information

- 2.1 Any confidential information provided by the applicant in the Notification and Application Document must be clearly identified by the applicant and accompanied

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with written justifications as to why the information should be treated as confidential. The applicant is also required to provide a non-confidential version of the Notification and Application Document, with the confidential information removed and replaced by the word “[CONFIDENTIAL]”. In general, “confidential information” refers to trade, business or industrial information that belongs to any person, that has economic value and is not generally available to or known by others.

3 Submission of Notification and Application

3.1 A complete notification and application for an anticipated merger or a merger consists of the following documents:

- a) Section B of this Form, which has been completed by the applicant;
- b) Notification and Application Document, which contains all information required in Section B of this Form;
- c) A public version of the application document for publication on the CAAM’s website. Please provide a clearly marked confidential version where confidentiality is claimed for any part of the application. All confidentiality claims must be substantiated, and the public version must contain sufficient information to enable public consultation on the application; and
- d) Supporting documents, which are attached to the Notification and Application Document, tagged, and numbered.

3.2 Please submit two (2) hard copies of the notification and application for an anticipated merger or a merger, and one soft copy of the application to the following address:

Chief Executive Officer
Civil Aviation Authority of Malaysia
No. 27, Persiaran Perdana, Aras 3,
Blok Podium, Presint 4
62618 Wilayah Persekutuan Putrajaya

3.3 The soft copy may be submitted via email to: competition@caam.gov.my. The soft copy of the notification and application for an anticipated merger or a merger must be in a Word document format which allows for the cutting and pasting of text.

3.4 Any additional copy of the notification and application for an anticipated merger or a merger shall also be made available to CAAM upon CAAM’s request.

3.5 CAAM may refuse to accept a notification and an application for an anticipated merger or a merger for a decision on a merger if it is —

- a) incomplete;

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- b) not accompanied by the relevant supporting documents;
 - c) not made in the form prescribed by CAAM; or
 - d) not made in accordance with any provision of the Act, or any applicable regulations, guidelines or application requirements determined by CAAM.
- 3.6 CAAM will only initiate the assessment process upon receipt of a complete notification and application.
- 3.7 Any subsequent material changes to the information provided in the Notification and Application Document or the supporting documents must be notified to CAAM immediately.
- 3.8 CAAM may require additional information or supporting documents from the applicant during its assessment process.
- 3.9 Any delay by the applicant in providing any required information or supporting documents may result in the lengthening of the assessment period.

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Section B. Information Required

A NOTIFICATION AND AN APPLICATION RELATING TO AN ANTICIPATED MERGER OR A MERGER BY [insert the full registered name of the applicant]

Section B – Information Required

Information Required for an Application for a Decision on a Merger	Corresponding Page Number of the Application Document	List of Supporting Documents (where applicable)
<p>1 Parties to the Merger</p> <p>1.1 For each party to the merger, provide the following details:</p> <p>(a) Name</p> <p>(b) Address</p> <p><i>Provide the full address of the registered office of each party to the merger, and its principal place of business in Malaysia, if different.</i></p> <p>(c) Contact details</p> <p><i>Provide the full address of the registered office of each party to the merger, and its principal place of business in Malaysia, if different.</i></p> <p>(d) Company/business registration number</p> <p><i>Provide the registration number of each party to the merger, either as a body corporate, an unincorporated body, partnership or sole proprietor or any other entity.</i></p> <p><i>Attach as supporting documents a copy of the certificate of incorporation, Memorandum of Association, Article of Association, Form 58 of the Companies Act 2016 (or its equivalent), or any proof of business registration of each party to the</i></p>		

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<p><i>merger, whichever is applicable. Such copy shall be certified true by a director or company secretary of the relevant party.</i></p> <p>(e) Description of business</p> <p><i>Describe the business carried on by each party to the merger as a whole and the part of the party's business for which will be involved in the merger.</i></p> <p>(f) Description of the shareholding structure</p> <p><i>Provide the details on the shareholding structure of each party to the merger, including the list and profile of shareholders. Attach as supporting documents any proof of shareholding such as register of members, return of allotment of shares or shareholders' agreement.</i></p> <p>(g) Description of the organisational structure and decision-making mechanism</p> <p><i>Provide the details on the organisational structure of each party to merger, including its list of directors and senior management, and decision-making mechanism. Attach as supporting documents any proof the organisational structure and decision-making mechanism of each party to the merger.</i></p>		
<p>2 Information on the Merger</p> <p>2.1 Description of the turnover of the merger parties</p>		



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<p><i>Please provide the combined turnover of the merger parties in the financial year preceding the merger, for —</i></p> <p>a. the total Malaysia turnover; and</p> <p>b. the total worldwide turnover.</p> <p><i>Attach as supporting documents a copy of the most recent annual report and audited accounts of the parties to the merger.</i></p> <p>2.2 Description of the structure of the merger</p> <p><i>Please describe the nature of merger as per subsection 36T(2) of the Act. For example, a merger of two or more independent enterprises, acquisition of direct or indirect control of the whole or part of the enterprises, acquisition of the whole or part of the assets by one enterprise of another enterprise, or a joint venture.</i></p> <p><i>Attach as supporting documents the latest versions of the transaction documents, which include sale and purchase agreements, heads of agreement, offer documents, contracts, and any related agreements. Such documents shall be certified true by a director or company secretary of a party to the said transaction.</i></p>		
<p>2.3 Information on the change in the ownership structure of the merged entity</p> <p><i>Please provide details on the change of the ownership structure after the merger. Attach diagrams to show the change in the ownership structure.</i></p>		



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<p><i>The change in ownership structure should include information on direct or indirect control that may be acquired by a person or an enterprise after the merger. For indirect control, please provide documents on sources of funding or any other documents to show the existence of indirect control.</i></p>		
<p>3 Aviation Service Market Definition</p> <p>3.1 Description of the relevant aviation service market, including the relevant service market, geographic market and temporal market, where applicable</p> <p><i>Explain the relevant aviation service market definition and substantiate with evidence or data. Include the following details in the explanation on the relevant aviation service market, where applicable:</i></p> <ul style="list-style-type: none"> ▪ <i>the aviation service that is affected by the merger, i.e. the focal aviation service;</i> ▪ <i>any other service viewed as substitutable with the focal aviation service;</i> ▪ <i>the enterprises competing in the relevant aviation service market;</i> ▪ <i>the estimates of the market shares of the enterprises competing in the relevant aviation service market, including that of the parties to the merger;</i> ▪ <i>the annual turnover of the parties to the merger. Attach as supporting documents a copy of the most recent annual report and audited accounts of the parties to the merger;</i> 		



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<ul style="list-style-type: none"> ▪ <i>the factors to be considered relating to the demand-side substitutability of the focal aviation service, such as switching period and costs, price elasticities, brand loyalty, service differentiation, etc.;</i> ▪ <i>the factors to be considered relating to the demand-side substitutability of the focal aviation service, such as sunk costs, barriers to expansion, buyer preference, economies of scale, capacity of other enterprises to provide the focal aviation service or its substitutable service, substitution costs, etc.;</i> ▪ <i>the geographic or temporal scope of the focal aviation service, and the factors to be considered relating to demand-side and supply-side substitutability in terms of a geographic market or a temporal market; and</i> ▪ <i>factors to be considered relating to the barriers to entry into the relevant aviation service market. Where available, identify any new enterprise that has entered the relevant aviation service market during the last three years from the date of the application, or any potential enterprise that has announced its intention to enter such market in the near future. Provide the details of each new or potential competing enterprise by full name, full address of the registered office and the principal place of business, contact number, and a contact person. Provide the applicant's best estimates of the market share of the</i> 		

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<p><i>new or potential enterprise in the relevant aviation service market.</i></p> <p><i>Attach as supporting documents a copy of evidence or data to substantiate the explanation on the relevant aviation service market definition. This may include any study that analysed the relevant aviation service market, market research, interview with buyers or sellers, or consumer surveys.</i></p> <p><i>If there are more than one relevant aviation service market, please provide the details, substantiate with evidence or data, and attach the supporting documents for each relevant aviation service market.</i></p>		
<p>4 Competitive Effects of the Merger</p> <p>4.1 Unilateral effects of the merger</p> <p><i>Describe any potential anti-competitive effects from unilateral actions by a merger party or any other enterprise in the relevant aviation service market arising from the merger</i></p> <p><i>Explain and substantiate with evidence or data –</i></p> <ul style="list-style-type: none"> ▪ <i>the impact on profitability of a merger party in the event of either price increase, reduction in supply, or market foreclosure;</i> ▪ <i>whether the competing enterprises would increase their capacities or expand their commercial operations in response to either price increase, reduction of supply, or market foreclosure;</i> 		



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<ul style="list-style-type: none"> ▪ <i>the existence of any close substitute of the service provided by the merger parties;</i> ▪ <i>the ease and likelihood of buyers switching to the services of other competing enterprises; and</i> ▪ <i>the possibility of new competitors entering the relevant aviation service market.</i> <p><i>Provide data on the number of enterprises in a relevant aviation service market, their market shares in terms of sales revenue, sales volume, or capacity, and concentration ratios. Attach supporting documents prepared for the purpose of analysing competitive environments and competitors (existing and potential), and general market conditions.</i></p> <p>4.2 Coordinated effects of the merger</p> <p><i>Describe how the merger would affect the likelihood of coordinated effects in the aviation service market.</i></p> <p><i>Provide data on the number of enterprises in a relevant aviation service market, their market shares in terms of sales revenue, sales volume, or capacity, and concentration ratios. Attach supporting documents prepared for the purpose of analysing competitive environments and competitors (existing and potential), and general market conditions.</i></p> <p>4.3 Barriers to entry</p> <p><i>Describe how the entry or potential entry of a new competitor may pose competitive</i></p>		



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<p><i>constraints on a merger party to exercise market power in the relevant aviation service market.</i></p> <p><i>Provide an assessment on the degree of the existence barriers to entry to the relevant aviation service market. Attach supporting documents prepared for the purpose of analysing competitive environments and competitors (existing and potential), and general market conditions.</i></p> <p>4.4 Countervailing buyer power</p> <p><i>Describe how buyers' conduct may pose competitive constraints on a merger party to exercise market power in the relevant aviation service market.</i></p> <p><i>Provide an assessment on the bargaining strength of the buyer relative to a merger party and the ability of the buyer to switch to other competing enterprises that compete with the merging enterprise. Attach supporting documents prepared for the purpose of analysing competitive environments and competitors (existing and potential), and general market conditions.</i></p> <p>5 Economic Efficiencies (if any)</p> <p>5.1 Description of significant economic efficiencies</p> <p><i>Describe how the merger would directly give rise to significant economic efficiencies that may offset the merger's SLC effect.</i></p> <p>5.2 Description of the nature of the economic efficiencies</p>		



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<p>a. type of economic efficiencies;</p> <p>b. how the economic efficiencies would be achieved;</p> <p>c. whether the economic efficiencies are timely or would occur within a reasonable period of time;</p> <p>d. whether the economic efficiencies are likely and sufficient to prevent or remedy an SLC;</p> <p>e. whether the economic efficiencies would only occur as a result of the merger and could not have been attained by any other feasible means that would pose less competitive concerns; and</p> <p>f. the magnitude of the economic efficiencies.</p> <p><i>Please provide the details required above. To the extent possible, provide data to support any monetary or numerical estimates of the value of the economic efficiencies and reasoning upon which the data relies.</i></p> <p><i>Where the applicant is of the view that it is not possible to credibly provide the monetary estimates mentioned above, provide a qualitative assessment with sufficient basis to support any claim for the existence and size of the economic efficiencies and the SLC effect of the merger.</i></p>		
<p>6 Social Benefits (if any)</p> <p>6.1 Description of significant social benefits</p>		



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<p><i>Describe how the merger would give significant social benefits that may offset the merger's SLC effect.</i></p> <p><i>Please indicate the social benefits that may rise from the merger as per the relevant policy objectives of the Act or any other relevant public policy objectives such as environmental protection, health, safety, and employment.</i></p> <p>6.2 Description of the nature of the social benefits</p> <p><i>Please provide details on the followings:</i></p> <ol style="list-style-type: none"> a. type of social benefits; b. how the social benefits would be achieved; c. whether the social benefits are timely or would occur within a reasonable period of time; d. whether the social benefits are likely and sufficient to prevent or remedy an SLC; e. whether the social benefits would only occur as a result of the merger and could not have been attained by any other feasible means that would pose less competitive concerns; and f. the magnitude of the social benefits. <p><i>To the extent possible, provide data to support any monetary or numerical estimates of the value of the social benefits and reasoning upon which the data relies.</i></p>		



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<p>7 Contact Person for Further Information</p> <p><i>Provide the details of a contact person authorised by the applicant to provide additional information in relation to this merger application. The authorised contact person may be an officer or an employee of the applicant, or an agent of the applicant.</i></p> <p><i>If there are more than one applicants, provide the details of a contact person for each applicant.</i></p> <p>7.1 Name of the contact person</p> <p>7.2 Address of the contact person</p> <p>7.3 Contact number of the contact person</p> <p>7.4 Email address of the contact person</p>		
<p>8 Declaration and Signature</p> <p><i>The following caption must be included at the end of the application document:</i></p> <p align="center">“I hereby declare and confirm that the information submitted in the form and the enclosed documents are true and correct to the best of my knowledge and belief.”</p> <p><i>The Notification and Application Document must be signed by a person who is authorised by the applicant to do so, such as the applicant’s officer or</i></p>		

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<p><i>employee. Provide proof of authorisation together with the document.</i></p> <p><i>Underneath the signature of the authorised person, provide the following details:</i></p> <ul style="list-style-type: none"> ▪ <i>the name of the authorised person;</i> ▪ <i>the date of signature;</i> ▪ <i>the name of the applicant;</i> ▪ <i>the authorised person's position or designation; and</i> ▪ <i>the official stamp of the applicant.</i> <p><i>If the Notification and Application Document is submitted by two or more enterprises who are parties to the merger, the document must be signed by an authorised person of each applicant followed by the details listed above.</i></p>		