

The JFTC Reviewed the Proposed Acquisition of Shares of Siltronic AG by Global Wafers GmbH

(Tentative Translation)

November 26, 2021
Japan Fair Trade Commission

Receiving notification regarding the proposed acquisition of shares of Siltronic AG (hereinafter referred to as “Siltronic”) by GlobalWafers GmbH (hereinafter referred to as “GW”, a group of combined companies held by the ultimate parent company Sino-American Silicon Products, Inc., hereinafter referred to as “GW Group”), the Japan Fair Trade Commission (hereinafter referred to as “JFTC”) has reviewed the transaction and reached the conclusion that competition in any particular fields of trade is unlikely to be substantially restrained. Accordingly, the JFTC has notified GW that it will not issue a cease and desist order, and closed its review.

The JFTC conducted the review of this case while exchanging information with the Competition and Consumer Commission of Singapore and the U.S. Federal Trade Commission.

I. Overview of the transaction

GW, as a company held by GW group which operates manufacturing and sales of silicon wafer products, plans to acquire the shares of Siltronic and thereby to obtain over 70 percent of Siltronic voting rights.

II. Reviewing Process

- Receipt of the notification regarding the proposed transaction on May 17th, 2021 (the start of the primary review)
- Request for reports, etc. by the JFTC on June 15th, 2021 (the start of the secondary review)
- Receipt of all the requested reports, etc. on October 4th, 2021 (the due date for a prior notice was set on January 3rd, 2022)
- Clearance notification on November 26th, 2021

III. Conclusion

The JFTC has concluded that the proposed transaction is unlikely to substantially restrain competition in any particular fields of trade.

(Footnote)

The JFTC has been authorized to conduct reviews on whether plans of business combination may be substantially to restrain competition in particular fields of trade by following procedures prescribed in the Antimonopoly Act (hereinafter referred to as the “AMA”). When a notifying corporation submits a notification form to the JFTC and the JFTC receives it, the notifying corporation is prohibited from effecting the planned business combination in question by the expiration of the 30-days waiting period from the date of receipt of the said notification. During the waiting period, concerning the business combination in question, the JFTC will either; (1) judge that the said business combination is not problematic in light of the AMA, or; (2) judge that more detailed review is necessary and request submission of the necessary reports, information or materials, or; (3) provides Notification of the Commitment Procedures.

In the case of (1) above, to improve transparency of the review of business combination, the JFTC shall give notification to the effect that it will not issue a cease and desist order.

In the case of (2) above, the period when the JFTC may give notice of hearing of opinions shall be extended until 120 days after the date of receipt of the notification or 90 days after the date of receipt of all reports etc., whichever is later. In case the JFTC judges, within this extended period, that the business combination plan in question is not problematic in light of the AMA, it shall give notification to the effect that it will not issue a cease and desist order, same as the case of (1).

In the case of (3) above, the procedures in detail are described in the Policies Concerning Commitment Procedures.