Ashurst

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Outpacing change

Introduction

Welcome to the first quarter edition of our Competition Law Quarterly for 2025. In this edition, we cover the latest developments in competition law across key Asia Pacific jurisdictions in the beginning of 2025, with a focus on enforcement trends, merger control, enforcement actions and legislation development.

Salient developments covered by this edition include:

- looking back at the major legislative developments and enforcement trends in **China** for 2024;
- enforcement priorities released by the Australian Competition and Consumer Commission (**ACCC**) for 2025-26;
- merger control reform in **Australia** and the **UAE**, respectively.
    - In **Australia**, in preparation for the shift towards to the new mandatory merger control regime effective in January 2026, the ACCC has published guidance on the transitional arrangements that will affect businesses from 1 July 2025 and a draft merger assessment guidelines for public consultation. The guidance and draft guidelines clarify timing, process issues, and substantive analysis for the merger review process.
    - In the **UAE**, the new merger control thresholds have been announced and will apply to transactions involving parties active in the UAE. While it has clarified the turnover and market share thresholds, further clarifications are required for certain key concepts, such as control and relevant markets.
- active enforcement actions taken by the competition authorities in **China, Hong Kong, Indonesia**, and **Malaysia** against various forms of anti-competitive conduct.
    - In **China**, Shanghai Administration for Market Regulation fined three pharmaceutical firms for horizontal monopoly agreements. Notably, an employee of one of the companies was fined CNY 500,000 (c. USD 70,000), marking the first instance of individual liability under the 2022 Anti-Monopoly Law.
    - In **Hong Kong**, the first criminal conviction for obstruction of an investigation by the Hong Kong Competition Commission (**HKCC**) underscores the seriousness of non-compliance with the HKCC's investigative powers and highlights the potential personal liability for employees involved in such violations.
    - In **Indonesia**, the Indonesian Competition Commission fined a company for submitting a notification 13 working days late after the filing deadline which is 30 working days post-closing.
    - In **Malaysia**, the Malaysian Competition Commission fined eight companies for rigging road construction bids, demonstrating its active enforcement of bid rigging cartel conduct.
- continuous development of legislations to tackle novel competition concerns in each of **China, Taiwan** and **Thailand**.
    - In **China**, the State Administration for Market Regulation issued a guideline to analyse anti-monopoly rules in the pharmaceutical sector, including on key topics such as product hopping, pay-for-delay, resale price maintenance, and excessive pricing.
    - In **Taiwan**, the Taiwan Fair Trade Commission published guidelines on concerted actions in the context of environmental sustainability, aiming to help businesses achieve Taiwan's net-zero emissions target by 2050 while complying with the Fair Trade Act.
    - In **Thailand**, the official draft of the Platform Economy Act (**PEA**) was released for public comment. Digital platforms in Thailand should be preparing for the obligations that will be imposed under the PEA, particularly if they are likely to be classified as a "gatekeeper" or a Very Large Online Platform.

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Australia

ACCC announces compliance and enforcement priorities for 2025-26

On 20 February 2025, the Australian Competition and Consumer Commission (**ACCC**) announced its compliance and enforcement priorities for 2025-26. These include new priorities as well as the continuation of some of last year's priorities.

The ACCC's 2025-26 key compliance and enforcement priorities include:

- competition issues in the **supermarket and retail** sector, focusing on firms with market power and conduct that impacts small business; and consumer and fair trading concerns in the same sector, with a focus on misleading pricing practices;
- promoting competition in essential services with a focus on **telecommunications, electricity and gas**;
- misleading pricing and claims in relation to **essential services**, with a particular focus on energy and telecommunications;
- competition and consumer issues in the **aviation sector**;
- competition, product safety, consumer and fair trading issues in the **digital economy**, with a focus on misleading or deceptive advertising within influencer marketing, online reviews, in-app purchases and unsafe consumer products;
- consumer, fair trading and competition concerns in relation to **environmental claims and sustainability**, with a focus on greenwashing; and
- unfair contract terms in **consumer and small business contracts**, with a focus on harmful cancellation terms, including those associated with automatic renewals, early termination fee clauses and non-cancellation clauses.

The ACCC has also reaffirmed a number of 'enduring priorities' which relate to conduct that is so detrimental to consumer welfare and the competitive process that the ACCC will regard them as long-term priorities. These include, amongst others, cartel, anti-competitive conduct, and consumers experiencing vulnerability or disadvantage, etc.

Further commentary on the priorities can be found in our newsletter. Businesses should consider if their compliance systems and processes remain 'fit for purpose' in light of the ACCC's increasingly vigorous approach to compliance and enforcement.

ACCC issues guidance on transitional arrangements ahead of Australia's new merger control regime

The Australian merger control regime is undergoing a significant transformation with the introduction of mandatory merger notification requirements. This landmark change, set to take effect on 1 January 2026, marks a new era in regulatory compliance for businesses operating in Australia. However, for those eager to get ahead, the new regime will be available on a voluntary basis starting from 1 July 2025.

On 4 March 2025, the Australian Competition and Consumer Commission (**ACCC**) issued comprehensive new guidance on the transitional arrangements that will apply in the lead-up to the commencement of the mandatory merger control regime (**Guidance on Transitional Arrangements**). This guidance is designed to help businesses understand the intricacies of the new requirements and prepare accordingly.

Key points of the Guidance on Transitional Arrangements include:

Transitional arrangements for informal clearance applications

- **Informal reviews in late 2025:** If using the informal process after 1 July 2025, merger parties should engage with the ACCC as soon as possible. Requests received between October and December 2025 are much less likely to be considered before the commencement of the mandatory regime.
- **Acquisitions cleared informally between 1 July and 31 December 2025:** Acquisitions pre-assessed or not opposed after a public review between 1 July and 31 December 2025 will not need to be notified under the new regime so long as the acquirer receives a (new) section 189 letter from the ACCC and the acquisition is put into effect within 12 months of receiving the ACCC's letter.
- **Informal reviews still in progress in the lead up to December 2025:** Where pre-assessment or a public review has not been finalised by 31 December 2025, the ACCC will not continue the review of the merger after this time. The acquisition will need to be notified under the new regime, if the notification thresholds are met.
- **Informal reviews finalised before 1 July 2025:** Where informal reviews are cleared before 1 July 2025, whether notification is required after 1 January 2026 will depend on when the acquisition will be put into effect.

  If the acquisition will be put into effect before 1 January 2026, notification is not required.

  If the acquisition will not be put into effect by 1 January 2026:

  - merger parties should request an updated informal view. If the ACCC maintains its original view, merger parties don't have to notify under the new regime, so long as the acquisition is put into effect within 12 months of receiving the updated informal clearance letter; and
  - where the ACCC is unable to complete an updated informal review before the end of 2025, and the acquisition meets the notification thresholds, merger parties will need to notify under the new regime or apply for a notification waiver.

Transitional arrangements for merger authorisation applications

- **Merger authorisation applications before 1 July 2025:** Applications for authorisation will not be possible from 1 July 2025. Applications received before 1 July 2025 will be considered until 31 December 2025.
- **Merger authorisation granted between 1 July 2025 and 31 December 2025:** If the ACCC grants authorisation between 1 July 2025 and 31 December 2025, merger parties will not need to notify under the new regime if the acquisition is put into effect within 12 months of the authorisation.
- **Merger authorisations not finalised by 31 December 2025:** Merger authorisations not finalised by 31 December 2025 will not be considered after this date. Acquisitions that are notifiable and meet the thresholds will need to be notified under the new regime.

The ACCC's Guidance on Transitional Arrangements is a crucial resource for businesses looking to stay ahead of the curve. Businesses will need to carefully assess the impact of the transitional arrangements and upcoming mandatory regime on their deal timelines. By engaging with this guidance early, businesses can ensure a smoother transition and avoid potential pitfalls when the mandatory requirements come into effect.

ACCC releases draft merger assessment guidelines for Australia's new merger control regime

On 20 March 2025, the Australian Competition and Consumer Commission (**ACCC**) released draft merger assessment guidelines for public consultation in preparation for the commencement of the new merger regime on 1 January 2026 (**Draft Guidelines**). The ACCC is seeking public comments on the Draft Guidelines by 17 April 2025.

The Draft Guidelines outline the analytical framework the ACCC will apply when assessing notified acquisitions under the new regime, and once finalised, will replace the ACCC's current Merger Guidelines and Merger Authorisation Guidelines. The Draft Guidelines retain, fundamentally, the existing analytical framework for assessing mergers while referring to various contemporary issues in merger assessments and expanding on existing guidance.

Key differences in the new Draft Guidelines compared to the existing guidelines include:

- **References to changes to the substantial lessening of competition (SLC) test.** The Draft Guidelines refer to the upcoming changes to the SLC test, noting that mergers that 'create, strengthen and entrench' substantial market power may result in a SLC. The ACCC says that this amendment was not intended to change the substance of the SLC test, but instead, 'increase(s) the focus on the market power of the merger parties and [clarifies] that even a small change in market power may amount to a substantial lessening of competition'.
- **Greater reliance on economic analysis and a data-driven approach to merger assessments.** The ACCC signalled that it will be applying a more rigorous economic and data driven approach to assessing the competitive effects of mergers. This will likely mean that merger parties are required to produce more quantitative information and data as part of the merger assessment process.
- **Greater emphasis on specific theories of harm, with a potential de-emphasis of market definition and counter-factual analysis.** The Draft Guidelines suggest that the ACCC will adopt a greater focus on specific theories of harm, with a possible de-emphasis on market definition and counterfactual analysis.

Other key issues addressed in the Draft Guidelines include:

- **Multi-sided platforms:** the ACCC indicated it will consider the effects of a merger on each side of multi-sided platform markets, while recognising that there is interplay between the sides.
- **Non-price competition:** the Draft Guidelines emphasise non-price competition to a greater extent than the existing guidelines. The ACCC states that anything of value to a customer is a potential point of differentiation in the competitive process (e.g. locally based customer service, enhanced interoperability particularly in the digital sector, a diverse range of goods or services, generous returns or price-matching policies, and environmental sustainability).
- **Conglomerate effects:** the ACCC will refer to the role of digital ecosystems when assessing possible conglomerate effects. This will involve the ACCC assessing whether the merged firm can link sales by, for example, integrating the products within a digital ecosystem.

Following the consultation process, the ACCC is expected to finalise the new merger assessment guidelines ahead of merger parties being able to notify mergers voluntarily under the new clearance regime from 1 July 2025. Businesses should prepare for these changes, understanding the new analytical framework, ensuring they can meet the increased data requirements and planning in advance in future/upcoming transactions.

Cambodia

Memorandum exchanged between Cambodian and Philippine competition authority

On 11 February 2025, the Competition Commission of Cambodia (**CCC**) and Philippine Competition Commission (**PCC**) exchanged a Memorandum of Understanding to establish a framework for close cooperation between the two competition authorities (**Memorandum**). The CCC and PCC commenced negotiations on the Memorandum back in March 2023.

The Memorandum enhances cooperation between both agencies in three ways. It encourages:

- sharing of information on cross-border competition cases;
- notifications of law enforcement activity; and
- coordination on investigations, technical work and joint training programs for staff.

The Memorandum was exchanged during an official visit of the Prime Minister of Cambodia to the Philippines. The CCC also took the opportunity to declare its commitment to fostering bilateral cooperation with other regional and international competition authorities.

This is an important step for the still relatively new CCC. The exchange of the Memorandum is consistent with its ongoing work to ensure the effective and efficient implementation of Cambodia's competition laws. Market participants should take note and anticipate close cooperation between the CCC and PCC moving forward.

China

Overview of China's antitrust enforcement in 2024

Looking back at 2024, China's antitrust landscape experienced significant changes, marked by the introduction of various important legislation, and a focused scrutiny on the pharmaceutical, utilities, and automotive sectors. These developments reflect China's commitment to refining its antitrust framework and ensuring fair competition across various industries.

Several important legislative changes were introduced in 2024:

- **Revised Merger Filing Thresholds**, which has increased the filing thresholds in China significantly.
- **Guidelines on the Review of Horizontal Mergers**, which provide greater clarity in evaluating transactions with horizontal mergers, helping businesses understand the criteria and processes involved.
- **New Judicial Interpretation of Anti-Monopoly Law** issued by the Supreme People's Court, which offers detailed guidance on reasoning in antitrust litigation.
- **Guidelines on Licensing of Standard Essential Patents** which address antitrust risks associated with the licensing of standard essential patents.

On the enforcement front:

- **Merger control:** in 2024, 622 transactions were cleared (c. 20% less compared with 2023 after the increase of the merger thresholds). Of these, 90% were classified as simple cases, while less than 10% transactions were reviewed as normal cases.
- **Behavioural investigations:** 15 behavioural investigations were concluded in 2024, comprising of 8 horizontal monopoly cases and 7 abuse of dominance cases.

These commitments highlight the fact that the Chinese authorities remain active and sophisticated enforcers of the competition laws. Press articles suggest that there will continue to be a surge in consumer-led lawsuits against technology firms and public welfare industries as the new regulations and guidelines take effect.

State Council releases Anti-Monopoly Guidelines for the pharmaceutical sector

On 24 January 2025, the Anti-Monopoly and Anti-Unfair Competition Commission of the State Council released the Anti-Monopoly Guidelines for the Pharmaceutical Sector (**Guidelines**). The Guidelines provide a framework within which the State Administration for Market Regulation (**SAMR**) will be able to analyse anticompetitive behaviour within the pharmaceutical sector.

The Guidelines establish enforcement principles and criteria for identifying monopolistic behaviour in pharmaceuticals. In a notable departure from the consultation draft, the Guidelines do not include a section on non-price vertical restrictions.

Key topics addressed under the Guidelines include:

- **product hopping:** Product hopping has been introduced as a potentially anti-competitive practice. Product hopping occurs when a pharmaceutical patent holder makes minor modifications to an existing drug to extend its patent life, effectively prolonging its dominance in the market and blocking entry by generic drug manufacturers;
- **reverse payment agreements (also known as "pay-for-delay" agreements):** The Guidelines provide specific administrative enforcement guidance on reverse payment agreements. Reverse payment agreements are where patent holders of the generic drug provide indirect benefits to generic drug manufacturers for not challenging the validity of their parents, delaying market entry, or promising not to sell within certain territories;
- **resale price maintenance (RPM):** The Guidelines provide guidance on the activities that may be considered indirect means of implementing RPM, such as financial incentives and penalties, auditing sales records and monitoring resale prices. However, the Guidelines also provide exceptions for common restrictions in the pharmaceutical sector, such as the agency exception; and
- **excessive pricing:** The Guidelines clarify criteria for excessive pricing practices in the pharmaceutical sector, signalling a commitment to addressing health care costs. Unfairly high prices are evaluated by comparing pricing (competitor, cross-region and historical), examining increased costs and assessing whether "layering up" prices has occurred.

The release of these Guidelines reinforces that the pharmaceutical sector is one of SAMR's priority sectors for anti-monopoly enforcement. Businesses in the pharmaceutical and health care industries are under increased scrutiny by the regulator and should review their business activities to mitigate against compliance risks.

Shanghai AMR highlights personal liability in horizontal monopoly agreements

On 21 March 2025, China's Shanghai Administration for Market Regulation (**Shanghai AMR**) announced penalties of CNY 223 million (c. USD 31 million) on three pharmaceutical firms in relation to horizontal monopoly agreements. This landmark case underscores the stringent enforcement of antitrust laws in China and the increasing accountability for both corporations and individuals involved in anticompetitive practices.

Shanghai AMR found that between January 2020 and December 2023, Shanghai Sine United Pharmaceutical and Medicinal Materials (**Sine**), Henan Runhong Pharmaceutical (**Runhong**) and Chengdu Hui Xin Pharmaceutical (**Hui Xin**) conspired to inflate prices of neostigmine methylsulfate injections (used for reversing muscle paralysis after surgery) by 11-21 times and divided the sales market of domestic public and private hospitals to maintain stability of their respective market shares.

The Shanghai AMR ordered the companies to cease their illegal acts. For its leading role in the violations, Sine was fined 10% of its 2023 sales turnover (reduced by 80% since it took initiative to report important evidence). In contrast, Runhong and Hui Xin were each fined 4% of 2023 sales turnover.

In a notable development, a Sine employee directly responsible for the violations was also fined CNY 500,000 (c. USD 70,000). This case is the first time that an individual has been held liable for entering into a monopoly agreement after the "personal liability" clause was introduced by Anti-Monopoly Law in 2022.

This case serves as a critical reminder that companies taking a leading role in anti-competitive conduct are likely to face increased penalties. Moreover, it highlights the importance of compliance with antitrust laws and the potential personal liability for employees involved in such violations. Businesses should ensure robust internal compliance programs and educate their employees about the legal risks associated with anti-competitive behaviour.

Beijing IP Court upholds SAMR's conditional approval of the Simcere-Tobishi merger

In March 2025, the Beijing Intellectual Property Court (**Beijing IP Court**) upheld the State Administration for Market Regulation's (**SAMR**) decision to conditionally approve the merger between Hong Kong-listed pharmaceutical company Simcere Pharmaceutical (**Simcere**) and Beijing Tobishi Pharmaceutical (**Tobishi**). This is the first administrative lawsuit involving merger review in China since the Anti-Monopoly Law took effect in 2008.

The merger, which was the first case where SAMR has exercised its call-in power following the amendment of the Anti-Monopoly Law in 2022, did not meet the turnover thresholds for mandatory notification. However, SAMR initiated an investigation and imposed remedies in September 2023, citing potential horizontal overlaps and competition concerns in the pharmaceutical market. SAMR had previously fined Simcere, the acquirer, for abusing its dominant position by refusing to supply certain ingredients to Tobishi in 2021.

Tobishi challenged SAMR's decision through the administrative review process and then filed a lawsuit with the Beijing IP Court in March 2024, arguing that SAMR had exceeded its authority and violated the principle of proportionality. The Beijing IP Court rejected Tobishi's claims and affirmed SAMR's decision, stating that SAMR had the legal basis and discretion to review and regulate mergers that may have significant impact on market competition, regardless of the notification thresholds.

The ruling confirms SAMR's power to intervene in below-thresholds mergers that may raise competition issues. The case also highlights the pharmaceutical industry as a key enforcement area for SAMR's antitrust investigations, with SAMR commenting that this case is a model for administrative lawsuits concerning merger review.

Hong Kong

First criminal conviction in Hong Kong for obstruction of a HKCC investigation

On 28 February 2025, the Hong Kong Competition Commission (**HKCC**) secured its first criminal conviction for non-compliance with the HKCC's investigative powers.

The HKCC can require any person to produce documents and information. It is an offence for a person who is required to produce documents to the HKCC to destroy or dispose of those documents.

The conviction related to the HKCC's investigation of a suspected price fixing cartel between commercial cleaning companies, which we reported on last quarter and below. As part of the HKCC's investigation, it executed search warrants at the companies' premises. During the raids, an employee of one of the companies under investigation attempted to delete documents and links that were potentially relevant to the investigation.

As a result of this conduct, the individual was convicted of an offence of disposing of and concealing documents required to be produced to the HKCC. They were sentenced to two months imprisonment.

This conviction outlines the seriousness of non-compliance with the HKCC's investigative powers and serves as a reminder for businesses operating in Hong Kong – and their employees and officers – to comply with the HKCC's lawful investigative powers. Businesses should also ensure that their employees are aware of the procedures they should adopt in the event of a dawn raid.

Cleaning house: Penalty for cleaning service price-fixing cartel

On 20 January 2025, the Competition Tribunal (**Tribunal**) ordered that a cleaning service provider, Man Shun Hong Kong & Kln Cleaning Company Ltd (**MS**), pay a penalty of HKD 11 million (c. USD 1.42 million) for engaging in cartel conduct in the supply of cleaning services. The Tribunal also disqualified a director of MS from acting as a director for 24 months.

These orders marked the end of the Hong Kong Competition Commission's (**HKCC**) proceedings against MS and Hong Kong Commercial Cleaning Services Ltd (**HKCCS**) and their directors for engaging in price fixing when bidding for tenders submitted to the Housing Authority (**HA**). We reported on the proceedings against HKCCS in the last issue.

Between at least 2016 and August 2018, HKCCS and MS exchanged commercially sensitive information in relation to tenders submitted for contracts to provide cleaning services in public housing estates and other Housing Authority-managed buildings. The tenders related to contracts worth around HKD 180 million (c. USD 23.1 million).

This case demonstrates the HKCC's commitment to addressing cartel conduct, especially in sectors affecting public welfare and the severe consequences of engaging in anti-competitive behaviour. The HKCC has also had a strong track record of seeking penalties against individuals in the form of director disqualifications.

Indonesia

Trusty Cars fined for late merger notification in Indonesia

On 24 February 2025, the Indonesian Competition Commission (**KPPU**) fined Trusty Cars Pte Ltd (**Trusty Cars**) IDR 1.5 billion (c. USD 90,500) for notifying its acquisition of shares in PT Mitra Pinasthika Mustika Rent (**MPMRent**) after the filing deadline.

Trusty Cars is a South East Asian automotive company that sells, finances, repairs and rents new and used cars. It acquired 50% of the shares in MPMRent, a car rental company, on 31 May 2022.

The acquisition required Trusty Cars to notify the KPPU within 30 working days of completion, or by 12 July 2022 at the latest. However, Trusty Cars only submitted its notification on 28 July 2022, 13 working days late.

The KPPU imposed a fine on Trusty Cars, despite its clean record of compliance and the absence of any competition issues arising from the acquisition. However, the KPPU considered Trusty Cars' cooperation and request for leniency in setting the penalty.

The decision shows the KPPU's strict enforcement of the post-merger notification regime in Indonesia and its readiness to fine parties for gun-jumping. Parties should seek legal advice on whether their transactions trigger a notification obligation in Indonesia and submit the filing before the filing deadline.

Malaysia

Malaysian Competition Commission fines eight companies for rigging road construction bids

On 25 February 2025, the Malaysian Competition Commission (**MyCC**) imposed penalties totalling MYR 92,876,078.90 (c. USD 20,972,000) against eight companies for alleged bid-rigging cartel conduct.

The alleged bid-rigging occurred in relation to three road construction projects in respect of:

- two tenders run by the Public Works Department, and
- one tender run by the Department of Draining and Irrigation.

These procurement projects had involved 200 companies and were carried out through an open tender to ensure fair competition.

The eight entities fined were: Dutamesra Bina Sdn. Bhd., IDX Multi Resources Sdn. Bhd., Mangkubumi Sdn. Bhd., Menang Idaman Sdn. Bhd., Meranti Budiman Sdn. Bhd., Pintas Utama Sdn. Bhd., NYL Corporation Sdn. Bhd., and Kiara Kilat Sdn. Bhd. NYL Corporation Sdn. Bhd. was not found to have been involved in the bid-rigging in respect of the tender run by the Department of Draining and Irrigation.

The decision is the subject of a judicial review application which is reportedly due for decision in April 2025.

The decision demonstrates the MyCC's active enforcement of bid rigging cartel conduct. Parties aware of cartel conduct occurring in Malaysia should consider the MyCC's leniency policy which allows the MyCC to waive financial penalties for cartel conduct for the first successful leniency applicant.

Philippines

Blocktiming in the Philippine free TV sector under scrutiny

In January 2023, the Philippine Competition Commission (**PCC**) published the results of its investigation into blocktiming practices within the free-to-air television (**FTA-TV**) industry and its impact on competition.

Blocktiming is the practice of content producers buying blocks of time from TV networks in order to broadcast their content on that network. The study considered whether a dominant network could engage in foreclosure tactics. That is, whether a dominant network could have the ability and incentive to refuse to sell timeslots to content producers that are not associated with the network, or to sell those timeslots at exorbitant prices. Such conduct would make it difficult for smaller producers to compete with the dominant network to broadcast to and attract viewers.

The PCC's investigation revealed that GMA Network commanded 93% of the FTA-TV market. However, the regulator did not find that any TV networks engaged in foreclosure tactics. While GMA Network may have the ability to foreclose the market, the PCC found that engaging in foreclosure tactics would lead to less diversity in content broadcasted, resulting in a reduced audience reach for the network. This disincentive would be critical for a finding against an abuse of dominance since GMA Network (or any other network with a similar ability) would lose advertising revenue, market share and profits if it engaged in any foreclosure strategies.

The PCC also looked to the role of on-demand and over-the-internet streaming services such as Netflix and YouTube in fostering competition. Such services provide an alternate platform for content producers to distribute their content.

This study has found that FTA-TV in the Philippines is not burdened with the nature of anti-competitive conduct subject to the study. The study also appears to recognise that competitors of FTA-TV might include online streaming services such as Netflix (a paid service), YouTube (having an unpaid version), and any other streaming services whose access to consumer is largely different from traditional FTA-TV.

Singapore

CCCS grants conditional approval for two Singapore Airline deals

On 28 January 2025 and 21 March 2025 respectively, the Competition and Consumer Commission of Singapore (**CCCS**) granted conditional approval of the following two instances of cooperation between airlines:

- Between Singapore Airlines Limited (**SIA**) and Deutsche Lufthansa AG (**Lufthansa**).
- Between SIA and All Nippon Airways Co. Ltd. (**ANA**).

In the case of both applications:

- the parties cooperated in the provision of scheduled air passenger transport services;
- the parties submitted the cooperation would lead to benefits such as improved connectivity between their respective countries, benefits to corporate account customers and more competitive fares; and
- the CCCS found that the cooperation may restrict competition on the specific affected routes and that the benefits put forth were insufficient to outweigh the competition concerns;

SIA and Lufthansa submitted proposed commitments for two specific routes to maintain seat capacity on an aggregated basis, carry a minimum number of Singapore passengers and appoint an independent auditor to monitor compliance.

SIA and ANA submitted proposed commitments for the Singapore – Tokyo route to maintaining seat capacity on an aggregated basis, developing and submitting a business plan detailing growth figures that SIA and ANA can feasibly achieve, reporting flight schedules and individual capacity levels by low-cost carriers and appointing an independent auditor to monitor compliance.

In both cases, CCCS found the proposed commitments sufficient to address competition concerns and approved the cooperation.

Parties can apply to the CCCS for "guidance" (a confidential process) or "decision" for agreements or conduct that may raise competition concerns to obtain greater clarity on whether the agreements or conduct are infringing or likely to infringe Singapore competition law. The cases above show that the CCCS will not hesitate to impose conditions to mitigate anticompetitive effects arising from applications for decision.

Taiwan

TFTC publishes Guidelines on Concerted Actions in the Context of Environmental Sustainability

On 19 February 2025, the Taiwan Fair Trade Commission (**TFTC**) published Guidelines on Concerted Actions in the Context of Environmental Sustainability (**Guidelines**), aiming to help businesses achieve Taiwan's net-zero emissions target by 2050 while complying with the Fair Trade Act 2017 (**FTA**).

The Guidelines categorise activities under three groups to assist businesses in assessing whether their environmental sustainability activities risk constituting concerted actions under the FTA:

- Activities involving no mutual restraint of trade and no concerns of concerted actions:
  - sharing information on environmental sustainability that are irrelevant to business operations or competition, such as updates on the latest government policies and subsidies from industry authorities for environmental sustainability transformation;
  - advocating for sustainable environmental outcomes and jointly training or encouraging employees to conserve energy and reduce greenhouse gas emissions;
  - collecting information on environmental sustainability and jointly establishing a database of relevant information such as products or services; and
  - releasing joint statements in support of the government's environmental sustainability policies.
- Activities that would likely constitute concerted actions, but may be specifically exempt under the law if the business(es) involved believe that such activities are conducive to environmental sustainability:
  - joint procurement of equipment aimed at enhancing energy efficiency and operational performance;
  - standardisation of product or component specifications to boost resource recovery rates and lower costs;
  - joint initiatives in research, development, and technological innovation to promote resource recycling and enhance the quality of energy-efficient products;
  - joint procurement of environmentally friendly raw materials or coordinated efforts to minimise the use of materials that are harmful to the environment, with the goal of reducing environmental pollution; and
  - additional activities that involve mutual competition restraint but contribute positively to environmental sustainability.
- Activities that would likely constitute unlawful concerted actions and threaten market competition:
  - (**price-fixing**) jointly setting the prices of goods or services based on their environmental sustainability;
  - (**allocation of trading counterparties**) jointly agreeing to divide sales territories, exclusively work with specific transaction counterparties, or not competing for certain transaction counterparties to reduce costs on environmental sustainability;
  - (**quantity-fixing**) jointly determining production, sales quantities, and production capacity to promote environmental sustainability goals;
  - (**joint procurement or sales strategies**) agreeing to procure or sell only certain goods or services under the pretext of fostering environmental sustainability; and
  - (**joint foreclosure**) restricting other enterprises from entering the market to compete on the grounds of pursuing environmental sustainability.

The Guidelines also include a self-assessment checklist that enables businesses to conduct a preliminary review of whether their environmental sustainability practices comply with the FTA.

Businesses should carefully review the Guidelines and self-assessment checklist to consider whether their environmental sustainability activities amount to concerted actions in breach of the FTA, and whether they should apply for an exemption from the TFTC for the relevant activity.

Thailand

Thailand releases draft of the Platform Economy Act providing guidance on "gatekeepers"

On 15 January 2025, Thailand's official draft Platform Economy Act (**PEA**) was released for public comment. Digital platforms in Thailand should be in the process of preparing for the obligations that will be imposed under the PEA, particularly if they are likely to be a "gatekeeper" or a Very Large Online Platform (**VLOP**).

We previously reported on the consultation on Thailand's draft PEA and the principles underpinning the PEA. Under those principles, the PEA will:

- create user protection and fair competition obligations for digital platforms and related service providers;
- impose additional responsibilities on VLOPs, including to provide detailed reports to the regulator and publish annual transparency reports, implement mechanisms to track users engaged in commercial activities on their platforms, and suspend services to users involved in serious illegal activities; and
- notably, regulate the market power of "gatekeepers" — major digital platforms that control access to significant market segments.

Gatekeeper obligations

A "gatekeeper" is a provider of core platform services that:

- **has a significant impact on the economy and society** because it generates revenue of more than THB 7 billion (c. USD 207 million) per year from the provision of services in Thailand;
- **acts as an important gateway for business users to reach end users** as it has more than 15 million consumer users monthly and 10,000 business users annually in Thailand; and
- **has the power to limit other service providers from competing such that it can maintain its dominant position** — evidenced by meeting the above criteria for the number of consumer and business users for each of the preceding 3 years.

The "core platform services" are online search engines, online social networking services, online intermediation services, video-sharing services, number-independent interpersonal communication services, operating systems, web browsers, virtual assistants, cloud computing services, and online advertising services. Other services of a core similar nature can also be designated core platform services under Ministerial Regulations.

The Digital Platform Economy Committee established under the PEA will also have the power to designate a core platform service provider as a gatekeeper, even if it determines that the service provider does not in fact meet the criteria above, so long as it considers the service provider has controlling authority over access to its services.

Additional obligations will apply to gatekeepers, including obligations to:

- allow business users to communicate, and enter into contracts, with end users freely without additional charge;
- disclose advertising costs and other fees, and the methods for calculating them, to advertisers and publishers; and
- avoid using confidential data obtained from business users to compete with them.

If passed, the PEA will come into force 180 days after publication in the Royal Gazette. Digital platforms, especially those that fall within the definition of a "gatekeeper", should watch this space and understand the potential effect of the PEA.

Middle East

UAE Competition Law: Merger control thresholds announced

In January 2025, the United Arab Emirates (**UAE**) Cabinet issued *Decision No. (3) of 2025* confirming the merger control filing thresholds that will apply under the UAE merger control regime. The new thresholds will take effect from 31 March 2025.

Application

Article 12 of the UAE Competition Law provides that "to complete an Economic Concentration operation that would impact the level of Competition within a Relevant Market, specifically leading to the establishment or reinforcement of a Dominant Position, the concerned Establishments shall submit an application to the Ministry no less than ninety (90) days prior to completion."

Pursuant to the new Cabinet decision, an application under Article 12 must be submitted where one of the following two conditions are met:

- (**Turnover Threshold**) the total value of sales of the entities to the economic concentration >AED 300 million (c. USD 81.7 million); or
- (**Market Share Threshold**) the total market share of the entities to the economic concentration > 40%; in a Relevant Market in the UAE in last financial year.

Further clarification required

The publication of the new filing thresholds has been long-awaited (since December 2023 when the new UAE Competition Law took effect). While it helpfully clarifies the application of the UAE merger control regime, uncertainty remains over some key aspects of the regime, including:

- whether the reference to "Relevant Market" is confined to goods or services directly affected by the transaction and/or markets in which transacting parties' activities overlap in the UAE;
- how "control" is defined and how minority acquisitions will be treated;
- whether greenfield joint ventures and "non-full-function" joint ventures are intended to be captured; and
- the minimum requirements in connection with the application form and/or other filing process requirements.

Revised implementing regulations to the UAE Competition Law and other pending Cabinet decisions, which have not yet been issued, are expected to clarify certain aspects of the regime. We will continue to monitor developments in this space.

Before this Cabinet decision, the UAE did not have financial thresholds for triggering a mandatory merger notification. Parties active in the UAE engaging in transactions should ensure they check whether their transaction triggers a mandatory notification under the new UAE notification thresholds, particularly given the new Turnover Threshold.

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