



NEWSLETTER

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2020年1月10日，国家市场监督管理总局（“市场监管总局”）公布了对新希望投资集团有限公司（“新希望投资”）收购兴源环境科技股份有限公司（“兴源环境”）股权违法实施经营者集中案作出的行政处罚决定，对新希望投资处以40万元罚款。2019年3月29日，集中各方签署协议，新希望投资收购兴源环境23.6%股份。交易完成后，兴源环境由新希望投资单独控制。该交易达到了申报标准。4月17日，该交易在未获市场监管总局批准的情况下完成交割。（[查看更多](#)）

SAMR Fines New Hope Investment CNY 400,000 for Gun-Jumping

On 10 January 2020, China's State Administration for Market Regulation (“SAMR”) published its sanction decision in which New Hope Investment Group Co., Ltd. (“New Hope Investment”) was fined CNY 400,000 for gun-jumping. On 29 March 2019, the parties signed an agreement on New Hope Investment's acquisition of a 23.6% share of Xingyuan Environment Technology Co., Ltd. (“Xingyuan Environment”). Upon completion of this deal, Xingyuan Environment would be individually controlled by New Hope Investment. This deal met the thresholds of merger filing but had not been approved by SAMR when it closed on April 17. ([More](#))

中国市场监管行政处罚文书网正式开通

2020年1月9日，市场监管总局举行中国市场监管行政处罚文书网（“文书网”）（网址：<http://cfws.samr.gov.cn>）开通仪式，副局长甘霖出席仪式并开通网站。文书网的开通运行将进一步完善市场监管部门行政执法信息公开工作，有效提高市场监管行政执法透明度，增进信息共享，保障公众知情权和监督权，畅通市场监管行政执法与公众的联系渠道，不断提高市场监管工作水平和人民群众满意度。（[查看更多](#)）

SAMR Launches a One-Stop Platform for Market Regulation Administrative Penalty Decisions

On 9 January 2020, SAMR held the opening ceremony for a one-stop platform -China Market Regulation Administrative Penalty Decisions Online (<http://cfws.samr.gov.cn>). Gan Lin, the vice minister of SAMR attended the ceremony and officially launched this platform. SAMR pointed out that this platform will further optimize the disclosure of administrative enforcement information by market regulation agencies, effectively improve the transparency, enhance information sharing, protect the public's right to know and to supervise, and unblock the channels for market regulation administrative enforcement and the public to continuously improve market regulation level and people's satisfaction. ([More](#))

市场监管总局公布《经营者集中审查暂行规定（征求意见稿）》

2020年1月7日，为进一步完善反垄断法律制度体系，规范经营者集中反垄断审查工作，市场监管总局公布了《经营者集中审查暂行规定（征求意见稿）》并向社会公开征求意见。全文共六章90条，对经营者集中申报、经营者集中审查、限制性条件的监督和实施、违法实施经营者集中调查等内容进行了详细规定。（[查看更多](#)）

SAMR Consults on Draft Merger Rules

On 7 January 2020, to further optimize the antitrust legislation system and standardize the review of the concentrations of undertakings, SAMR released the *Interim Provisions on Review of Concentration of Undertakings (Exposure Draft)* (“**Exposure Draft**”) to solicit the public’s opinion. The Exposure Draft contains six chapters with 90 articles and stipulates specific rules on the declaration of concentration of undertakings, review of concentration of undertaking, supervision and implementation of conditional approval and investigation of gun-jumping, etc. ([More](#))

因收购思妍丽股权未依法申报，安博凯被罚35万元

2020年1月6日，市场监管总局发布了对安博凯直接投资基金JC第四有限合伙（“安博凯”）收购上海思妍丽实业股份有限公司（“思妍丽”）股权未依法申报案作出的行政处罚决定，对安博凯处以35万元罚款。2018年12月28日，安博凯和思妍丽原股东等签订《股权转让协议》，收购思妍丽23.53%的股权，该交易于2019年1月2日完成变更登记。该交易达到了经营者集中申报标准，但未提前申报，违反了《反垄断法》第21条的规定。（[查看更多](#)）

SAMR Fines MBK CNY 350,000 for Gun-jumping

On 6 January 2020, SAMR published its sanction decision in which MBK Partners Fund IV, L.P. (“**MBK**”) was fined CNY 350,000 for gun-jumping in its acquisition of Shanghai Siyanli Industrial Co., Ltd. (“**Siyanli**”). MBK signed the share transfer agreement with Siyanli’s shareholders on 1 January 2019, according to which MBK acquired 23.53% of Siyanli’s share. The deal met the thresholds of merger filing, but MKB failed to file the deal, which violated the provisions on the concentration of undertakings under Article 21 of the AML. ([More](#))

海外动态 Overseas News

美国DOJ和FTC就新版纵向并购指南草案公开征求意见

2020年1月10日，美国司法部（Department of Justice, “DOJ”）宣布撤回其《1984年DOJ非横向并购指南》，并与联邦贸易委员会（Federal Trade Commission, “FTC”）联合发布了新的《2020年纵向并购指南（草案）》，向社会公开征求意见，期限为30天。该指南草案介绍了美国联邦反垄断执法机构如何审查纵向并购以评估该等并购是否违反反垄断法。同时，指南草案还概述了执法机构在纵向并购方面的主要分析技术、做法和执法政策。（[查看更多](#)）

DOJ and FTC Announce Draft Vertical Merger Guidelines for Public Comment

On 10 January 2020, the U.S. Department of Justice (“**DOJ**”) withdrew the 1984 DOJ Non-Horizontal Merger Guidelines, and, together with the Federal Trade Commission (“**FTC**”), released new draft 2020 Vertical Merger Guidelines (“**draft guidelines**”) and seek public comment. The draft guidelines, open to comment for 30 days, describe how the federal antitrust agencies review vertical mergers to evaluate whether the mergers violate antitrust law. The draft guidelines outline the agencies’ principal analytical techniques, practices, and enforcement policy for vertical mergers. ([More](#))

不服超2500万英镑反垄断罚单，英国最大预制混凝土构件厂商提起行政诉讼

2020年1月7日，英国竞争上诉法庭在官网发布消息称，英国预制混凝土构件厂商FP McCann已就此前英国竞争与市场管理局（Competition and Markets Authority，“**CMA**”）对其开出的约2545万英镑的反垄断罚单提起行政诉讼，认为CMA在违法事实认定及处罚标准等方面存在法律适用错误等问题。2019年，CMA对包括FP McCann在内的三家厂商开出总计超3600万英镑的反垄断罚单。另外两家厂商因承认实施了违反竞争法的行为而获得罚款减免。（[查看更多](#)）

FP McCann Fights Against a GBP 25m CMA Antitrust Fine for Collusion

On 7 January 2019, the UK’s Competition Appeal Tribunal announced that it gave notice of the receipt of an appeal by FP McCann Limited (“**FP McCann**”) against a decision of the Competition and Markets Authority (“**CMA**”) imposing a penalty of GBP 25,449,676 on it. FP McCann’s principal grounds of appeal were that the CMA erred in fact and law. On 23 October 2019, CMA announced that it had issued FP McCann and the other two firms with fines totaling more than GBP 36m for collusion. In 2018, 2 of the 3 firms, both accepted that they broke competition law by engaging in these arrangements. Accordingly, under the CMA’s provisions for leniency and settlement processes, they received reductions to their fines. ([More](#))

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