

General Corporate Commercial

# Cambodia's Law on Competition and Relevant Implementation Regulations

## Introduction

The Law on Competition was promulgated by virtue of the Royal Kram No. NS/RKM/1021/013 dated 5 October 2021 ("**Law on Competition**") and came into force on 6 October 2021. The Law covers all persons, natural or juristic, conducting business activities, or supporting business activities, that significantly prevent, restrict, and distort competition in Cambodia's market, regardless of whether the activities are conducted in or outside of Cambodia. Essentially, the Law on Competition addresses three key prohibitions: (i) anti-competitive agreements (horizontal or vertical agreements); (ii) abuses of a dominant position; and (iii) anti-competitive business combinations. We covered the Law on Competition in our earlier Legal Update entitled "[Cambodia's First Law on Competition](#)".

Following the promulgation of the Law on Competition, the Royal Government of Cambodia ("**RGC**") issued Sub-Decree No. 37 ANKr.BK on the Organisation and Functioning of the Cambodia Competition Commission ("**Sub-Decree No. 37**") setting out the composition, duties, and functions of the Cambodia Competition Commission ("**CCC**"). For more detail, please refer to our earlier Legal Update entitled "[Establishment of the Cambodia Competition Commission](#)". Issued on 14 July 2022 by the RGC, Decision No. 47 on the Appointment of the Composition of the Cambodia Competition Commission sets out the appointment of the 15 members of the CCC to undertake the roles and duties as stipulated in the Law on Competition and Sub-Decree No. 37.

Subsequently, various regulations have been issued to facilitate the implementation of the Law on Competition, which touch on the areas of the investigation and fines, interim measures, negotiated settlements, business combinations and the relevant thresholds. The regulations are listed below (collectively referred to as "**Regulations**").

No	Title	Date of issuance
<b>Investigations, Settlement, and Penalties</b>		
1.	Prakas No. 226 on Formalities and Procedures of Examination and Investigation under the Law on Competition (" <b>Prakas No. 226</b> ")	4 November 2022
2.	Inter-Ministerial Prakas No. 168 on Fine for Persons Violating the Law on Competition (" <b>Prakas No. 168</b> ")	29 March 2023
3.	Decision No. 084 on Formalities and Procedures for the Calculation of Pecuniary Fines for Offenses under the Law on Competition (" <b>Decision No. 084</b> ")	24 February 2023

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4.	Inter-ministerial Prakas No. 041 on Procedure of Imposing Pecuniary Fines for Violation of the Law on Competition (" <b>Prakas No. 041</b> ")	25 January 2023
5.	Prakas No. 079 on Formalities and Procedures for the Issuance of Interim Measure and/or Decision of the Cambodia Competition Commission (" <b>Prakas No. 079</b> ")	22 February 2023
6.	Prakas No. 227 on Conditions and Procedures of Negotiated Settlement under the Law on Competition (" <b>Prakas No. 227</b> ")	4 November 2022
<b>Registration and Notification of Business Combinations</b>		
7.	Sub-Decree No. 60 ANKr.BK on Requirements and Procedures for Business Combination (" <b>Sub-Decree No. 60</b> ")	6 March 2023
8.	Decision No. 095 on the Pre-Merger Notification Thresholds for Business Combination (" <b>Decision No. 095</b> ")	14 March 2023
9.	Prakas No. 177 on the Requirements and Procedures for the Registration of Business Combinations Requiring Pre-Merger Notification (" <b>Prakas No. 177</b> ")	14 June 2023
10.	Prakas No. 178 on Procedures for Post-Merger Notification for Business Combinations (" <b>Prakas No. 178</b> ")	14 June 2023
<b>Others</b>		
11.	Decision No. 179 on the Formalities and Procedures for the Issuance of Advance Ruling Certificate (" <b>Decision No. 179</b> ")	14 June 2023
12.	Decision No. 180 on Delegation of Power of the Cambodia Competition Commission on the Implementation of the Sub-Decree on Requirements and Procedure for Business Combinations (" <b>Decision No. 180</b> ")	14 June 2023

## Key Features of the Regulations

### PRAKAS NO. 226 ON FORMALITIES AND PROCEDURES OF EXAMINATION AND INVESTIGATION UNDER THE LAW ON COMPETITION

Issued on 4 November 2022 by the Ministry of Commerce ("**MOC**"), Prakas No. 226 sets out the formalities and procedures of examination and investigation to identify all offences under the Law on Competition.

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**A. The Complaint**

The complaint may be filed to the CCC by the following:

- Any person who has acknowledged or reasonably suspects the occurrence of an offence under the Law on Competition, whether or not having any interest in such offence;
- Any ministry, institution, or relevant regulator that has acknowledged or reasonably suspects the occurrence of an offence under the Law on Competition; and
- The CCC by its own initiative or by a request of the Consumer Protection Competition and Fraud Repression Directorate-General ("**CCF**") upon the acknowledgment of or reasonable suspicion of the occurrence of an offence under the Law on Competition.

**B. Examination and investigation**

Examination and investigation are conducted in two phases: (i) preliminary examination; and (ii) investigation.

**i. Preliminary examination**

The preliminary examination shall be completed within 30 working days from the appointment of the investigation officers and may be extended for another 30 working days.

During the preliminary examination, the investigation officers shall determine whether there are reasonable grounds of suspicion.

Upon the completion of the preliminary examination, the investigation officers have the discretion to:

- close the preliminary examination or open the investigation based on the reasonable grounds and *prima facie* evidence;
- prepare legal proceedings to the prosecutor if there is a reasonable ground and *prima facie* evidence of the alleged offences under Article 7 of the Law on Competition; and/or
- request the CCC to issue an interim measure as stipulated under Article 27 of the Law on Competition if the alleged offence is likely to prevent, restrict, or distort the competition under Articles 8, 9, and 11 of the Law on Competition.

**ii. Investigation**

Upon the commencement of the investigation, the CCC shall establish a competition case committee to examine and investigate the case through deliberating, interrogating, and perusing

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the preliminary examination report prepared by the investigation officers and the statement of defence made by the person under investigation, if available. The competition case committee then must appoint the investigation officers who shall immediately investigate the alleged offence by issuing a notice on the commencement of investigation to the complainant, the person under investigation, and relevant persons.

The investigation must be completed within a reasonable timeframe based on the decision of the CCC upon the request of the investigation officers. The investigation officers must provide an investigation report attaching other evidence and documents to the competition case committee who will conclude the investigation and make a report to the CCC.

#### **C. Rights and obligations of persons under investigation**

A person under investigation is entitled to the following rights and obligations:

- Rights of defence/self-defence in response to the finding and conclusion made by the investigation officers;
- Obligation to cooperate with the investigation officers; and
- Criminal liabilities for failure to comply with the obligation to cooperate with investigation officers.

#### **D. International cooperation on the competition case investigation**

Based on the principle of reciprocity and applicable international agreements, the CCC may cooperate with the relevant competition institutions of foreign states on the investigation of alleged offences that occurred inside or outside of Cambodia.

### **INTER-MINISTERIAL PRAKAS NO. 168 ON FINE FOR PERSONS VIOLATING THE LAW ON COMPETITION**

Issued on 29 March 2023 by the MOC and Ministry of Economy and Finance ("**MEF**"), Inter-Ministerial Prakas No. 168 sets out the fine for persons violating the Law on Competition. It mainly focuses on the three types of offence under Articles 8, 9 and 11 of the Law on Competition.

Infringers that commit any of these offences may face fines ranging from 3% to 10% of their total turnover during the period of violation, limited to three years.

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**DECISION NO. 084 ON FORMALITIES AND PROCEDURES FOR THE CALCULATION OF PECUNIARY FINES FOR OFFENSES UNDER THE LAW ON COMPETITION**

Issued on 24 February 2023 by the MOC, Decision No. 084 sets out the formalities and procedures to regulate the transparency, accuracy, and efficiency relating to the calculation of pecuniary fines for offences under the Law on Competition. The CCC is the competent authority for the calculation of pecuniary fines for offences under the Law on Competition and other relevant regulations.

The CCC may calculate the pecuniary fines based on the following procedures:

- For the calculation of statutory fines set under the Law on Competition, the minimum and maximum fines are calculated by the rate of 3% to 10% of total turnover, multiplied by three years, or actual number of year(s) and month(s) if the duration of violation is less than three years;
- The calculation of base fine which is a fine calculated by a rate (determined by the CCC) of relevant turnover, multiplied by the duration of violation;
- Adjustment of base fine by aggravating circumstances and mitigating circumstances;
- Adjustment of the base fine by the statutory fines; and
- The last adjustment which (i) takes into account whether there is any successful negotiated settlement; and (ii) may take into account the ability to pay the fines in a specific social and economic context.

The calculation of pecuniary fines shall be determined based on each violation or decision of the CCC if the individual commits the same offences more than once or different offences at the same time without having received a written warning or a fine.

**INTER-MINISTERIAL PRAKAS NO. 041 ON THE PROCEDURE OF IMPOSING PECUNIARY FINES FOR VIOLATION OF THE LAW ON COMPETITION**

Issued on 25 January 2023 by the MOC and the Ministry of Justice ("**MOJ**"), Prakas No. 041 sets out the procedure for imposing pecuniary fines aiming to promote the efficiency of compliance with the Law on Competition.

The CCC is reaffirmed under this Prakas as the competent authority to impose the pecuniary fines upon any person who breaches the Law on Competition, and the CCF is vested with the authority to oversee the implementation of the relevant procedures regarding the imposition of such pecuniary fines.

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**A. Notification on the pecuniary fines**

The investigation officers shall send the notification and documents relevant to the pecuniary fines to the residential address, head office, and business location of the person who commits the offence, or through a registered mail. If the person who commits the offense refuses to accept the notification, the investigation officers shall stick the notification on the pecuniary fines at his/her residential address, head office, business location, and at the relevant commune or Sangkat office.

**B. Pecuniary fines procedure**

Any person who commits an offence under the Law on Competition shall pay the fines to the investigation officers immediately or within 30 days from the date of receiving the documents regarding the pecuniary fines from the investigation officers, or based on other decisions of the CCC.

In case the person who commits the offence fails to pay the pecuniary fines and files an appeal within the time limit, the investigation officer may submit a case in accordance with the legal procedure to the competent court.

**C. The CCC's decision**

Any person who disagrees with the decision of the CCC can file an appeal requesting the CCC to re-check and re-decide on the case within 15 days from the date of receiving the decision from the CCC. The CCC shall decide on the appeal within 30 days from the date of receiving the request to appeal.

Any person who disagrees with the decision of the CCC can file a complaint to the competent court within 30 days from the date of receiving the decision from the CCC.

**PRAKAS NO. 079 ON FORMALITIES AND PROCEDURES FOR THE ISSUANCE OF INTERIM MEASURE AND/OR DECISION OF THE CAMBODIA COMPETITION COMMISSION**

Issued on 22 February 2023 by the MOC, Prakas No. 079 sets out the formalities and procedures for the issuance of an interim measure and/or decision of the CCC for the purpose of promoting the implementation of the Law on Competition.

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**A. Issuance of the interim measure**

The CCC may issue an interim measure in the following circumstances:

- (a) At the request of an investigation officer of CCF, where there are reasonable grounds to believe that any of Articles 7, 8, 9, and 11 of the Law on Competition has been, or is likely to be violated, and where the CCC considers it necessary to issue an interim measure as stipulated in Article 24 of the Law on Competition to solve an urgent issue for the purpose of:
  - i. Preventing serious and irreparable damage to the economy or any person; or
  - ii. Protecting the public interest in case of emergency.
- (b) An interim measure of the CCC may also require any person:
  - i. to suspend the effect of any agreements or activities which are suspected of violating Articles 7, 8, 9, or 11 of the Law on Competition;
  - ii. to conduct or refrain from any activities but shall not require any payment of money.
- (c) At any time, the CCC may withdraw an interim measure based on any reasonable ground.
- (d) Any interim measure issued under the above-mentioned circumstances shall cease to have effect when:
  - i. The interim measure is withdrawn;
  - ii. The CCC issues a decision on the case; or
  - iii. One year from the date of the issuance of the interim measure has elapsed.

An interim measure can be reissued based on reasonable grounds.

**B. Issuance of the decision**

Following a request from the investigation officer of CCF upon the conclusion of an investigation, the CCC may issue a decision to any person on the violation of the Law on Competition according to the following conditions:

- (a) The decision shall be issued to the relevant person(s) subject to the decision only and the decision must be made available to the public.

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(b) The decision shall specify the following:

- i. The period of time by which the person(s) must fulfil the obligations specified in the decision;
- ii. An expiration date of the decision;
- iii. A description of the article(s) of the Law on Competition which have been violated;
- iv. The name(s) and address(es) of the person(s) and/or the legal representatives of the person(s);
- v. A statement regarding the due date for payment of fines and details on the payment of those fines pursuant to Article 35 of the Law on Competition;
- vi. A detailed statement regarding additional measures stipulated under Article 37 of the Law on Competition; and
- vii. The grounds for the issuance of the decision.

Furthermore, the CCC may issue a decision requiring the person to take any other measures which the CCC considers necessary to correct the anti-competitive activities.

**C. Petition, Appeal and Process**

In any event, where the person is dissatisfied with the interim measure or decision issued by the CCC, the person may file a petition to the CCC for a review and re-issuance of the interim measure or decision no later than 15 days from the date of receiving the notification of interim measure or decision. Where the CCC refuses the petition, a person may appeal to a competent court.

Any interim measure and decision issued by the CCC may be subject to appeal to a competent court no later than 30 days after the person has been placed under investigation and the relevant party(s) has received the notification of the interim measure or decision.

Where a specific address cannot be determined, the investigation officer shall publish the notification and documents relevant to the interim measure and/or decision via press release, newspaper, radio, television, website, newsletter, and other social media networks within 15 days. Following the publication, the person placed under investigation, the offender, and other relevant person(s) shall be deemed to have received the documents.

The interim measure and decision shall take effect immediately notwithstanding any petition or appeal. The interim measure and decision shall be deemed effective and not subject to a petition or appeal if the period to file the petition or appeal has elapsed or the final competent court has rejected the appeal.



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If any Person fails to comply with an interim measure and/or decision, the CCC may seek assistance from a competent court to enforce any interim measure and/or decision of the CCC.

### PRAKAS NO. 227 ON CONDITIONS AND PROCEDURES OF NEGOTIATED SETTLEMENT UNDER THE LAW ON COMPETITION

Issued on 4 November 2022, Prakas No. 227 sets out conditions and procedures of negotiated settlement for offences under the Law on Competition aiming to encourage a quick and appropriate settlement procedure, ensure a flexible and effective outcome, and lessen the expenses in an investigation.

The investigation officer has the authority to receive, review, monitor, make a concluding statement, evaluate, and make a recommendation on the application for a negotiated settlement.

#### A. Application for a negotiated settlement

A person under investigation may file a request for a negotiated settlement to the CCF before the investigation officers submit the investigation report or the review and research report to the CCC.

The application for negotiated settlement may be denied on the following grounds:

- The alleged offences concern violation of Article 7 of the Law on Competition;
- The person under the investigation has a history of violating Articles 7, 8, 9, and 11 of the Law on Competition in the past three years;
- The person under the investigation has a history of non-compliance with the CCC's decision(s);
- The investigation case may result in a criminal case; or
- Based on any other provision determined by the CCC with reasonable grounds.

#### B. Negotiated Settlement Procedure

The negotiated settlement may be conducted through meetings or written communications between the investigation officers, person under investigation, and relevant persons.

The person under investigation shall submit a written undertaking no later than 15 days following the end of the negotiated settlement meeting or communications. Upon receipt of the letter of undertaking, the investigation officers shall conduct a preliminary review of the undertaking to verify the following:

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- Compliance with the format and substantive requirements set out under Article 14 of Prakas No. 227; and
- The reflection of the terms and conditions discussed during the negotiated settlement procedure.

If non-compliance is found, the person under investigation is given seven working days which can be extended for another seven working days to amend and re-submit the undertaking. Upon failure to do so, the negotiated settlement will be deemed to be unsuccessful.

### C. Incentive

The CCC may provide an incentive by deducting the pecuniary fines for a person who achieves a negotiated settlement as follows:

- Up to 25% of the pecuniary fines for a person who voluntarily confesses the violation prior to or during the preliminary examination or prior to the submission of the investigation report to the competition case committee; and
- Up to 15% of the pecuniary fines for a person who voluntarily confesses the violation prior to the submission of the review and research report to the CCC.

## SUB-DECREE NO. 60 ANKR.BK ON REQUIREMENTS AND PROCEDURES FOR BUSINESS COMBINATIONS

Issued on 6 March 2023, Sub-Decree No. 60 aims to review, monitor and evaluate the impact of any business combination that directly or indirectly has or may have the objective or effect of significantly preventing, restricting, or distorting competition in Cambodia's market, regardless of whether the business combination takes place inside or outside of the territory of Cambodia, except for business combinations in certain industries that are regulated by existing laws and regulations.

### A. Obligation to notify

There are two types of notification obligations under the Sub-Decree No. 60:

- **Pre-merger notification:** parties proposing to undertake a business combination that falls within the scope of the pre-merger notification thresholds shall pre-notify the CCC of the business combination. The content of the notification is stipulated under the Sub-Decree No. 60 and the pre-merger notification threshold is determined under the Decision No. 095 as discussed below.

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- **Post-merger notification:** parties of any business combination that falls outside the pre-merger notification thresholds shall notify the CCC of the business combination after substantive completion of such business combination. The post-merger notification thresholds are set out under a Prakas to be issued by the MOC.

**B. Primary and secondary reviews**

**i. Primary review**

After receiving the notification of the business combination, the CCC has seven working days to issue a notice of completeness or incompleteness in relation to the provided documents and information. If the CCC does not issue the notice within the above timeline, the notification is deemed complete and valid. In case of incompleteness, the notifying parties shall provide the outstanding documents within 30 working days following the issuance of the notice of incompleteness.

Once the completed notification is received, the CCC shall issue a notice to inform the notifying party of the result of the primary review within 30 working days as to whether:

- (a) the business combination may proceed to completion; or
- (b) The business combination is subject to secondary review.

**ii. Secondary review**

The CCC's notice subjecting the business combination to the secondary review shall indicate the additional documents and information required to conduct such secondary review. The secondary review shall be completed within 60 working days after the receipt of all the documents and information as required by the CCC and can be extended up to 30 working days twice. During the review period, should the CCC require the notifying party to submit additional documents and information, the secondary review period may be paused until all such requested documents and information are furnished. Upon the completion of the secondary review, the CCC shall issue a notice to inform the notifying party of the results of the secondary review as to whether:

- (a) The business combination may proceed to completion;
- (b) The business combination may proceed to completion subject to conditions; or
- (c) The business combination is prohibited in accordance with Article 11 of the Law on Competition.

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The business combination shall not be subject to secondary review if any of the following requirements is satisfied:

- (a) A horizontal business combination where:
- The aggregate market share of the notifying parties (including that of its group) is less than 30% of the relevant market;
  - The aggregate market share of the notifying parties (including that of its group) is equal or more than 30% of the relevant market and the Herfindahl-Hirschman Index ("HHI") in the relevant market is less than 1,800; or
  - The aggregate market share of the notifying parties (including that of its group) is equal or more than 30% of the relevant market and the HHI of the relevant market is more than 1,800 and the increase in HHI of such relevant market after the completion of the proposed business combination is less than 150.
- (b) A vertical business combination or conglomerate business combination where the market share of any notifying party (and that of its group) is less than 30% of each relevant market.

The business combination shall also not be subject to secondary review if any of the following requirements is satisfied:

- (a) A party being acquired is bankrupt or is likely to be bankrupt;
- (b) The acquisition of voting shares or of interest in a joint venture solely to underwrite such shares or interest;
- (c) The acquisition of voting shares, interest in a business combination or assets resulting from a statutory succession or testamentary succession; or
- (d) The acquisition of collateral or receivables, or the acquisition resulting from a foreclosure, a repayment default, or a debt recovery enforcement put in place by a creditor pursuant to a credit transaction agreed in good faith in the ordinary course of business.

Regardless, the CCC retains the right to conduct a secondary review where it finds a reasonable concern that the business combination will or is likely to affect the competition in the Cambodian market.

### C. Advance ruling certificate

The CCC may issue an advance ruling certificate upon the request of the notifying parties in case there is no ground to challenge or commence a proceeding to prohibit the business combination.

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Business combinations with an advance ruling certificate may proceed to complete the substantive part of the transaction.

**D. Exemptions**

Parties may seek an exemption pursuant to Article 12 of the Law on Competition by providing documents to evidence that the proposed business combination complies with the conditions set forth in Article 12 of the Law on Competition at the time of notification or during the application for an advance ruling certificate.

**E. Obligation to register**

Upon the substantive completion of the business combination, at least one of the notifying parties shall report the status and register the business combination attached with a certificate of tax compliance from the General Department of Taxation to the CCC within 30 working days after the substantive completion of the business combination.

**DECISION NO. 095 ON PRE-MERGER NOTIFICATION THRESHOLDS FOR BUSINESS COMBINATIONS**

Issued on 14 March 2023 by the CCC, Decision No. 095 seeks to determine the thresholds for the pre-merger notification obligation under Article 4 of Sub-Decree No. 60.

Under Decision No. 095, parties to the business combination are required to pre-notify the CCC of the proposed business combination, where any party of the proposed business combination or its group falls under one of the following thresholds:

**A. General Business Corporation:**

- (a) Any of the parties or its group has a total asset value in Cambodia of at least **KHR 340,000,000,000 (approx. US\$85,000,000)** in the financial year immediately preceding the year of the notification;
- (b) Any of the parties or its group has total sales turnover in Cambodia of at least **KHR 270,000,000,000 (approx. US\$67,500,000)** or total input purchase turnover in Cambodia of at least **KHR 120,000,000,000 (approx. US\$30,000,000)** in the financial year immediately preceding the year of the notification; or
- (c) The transaction value of the proposed business combination is at least **KHR 41,000,000,000 (approx. US\$10,250,000)**.

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**B. Banking and Financial Institution:**

- (a) Any of the parties or its group has a total asset value in Cambodia of at least **KHR 4,500,000,000,000 (approx. US\$1,125,000,000)** in the financial year immediately preceding the year of the notification;
- (b) Any of the parties or its group has total sales turnover in Cambodia of at least **KHR 420,000,000,000 (approx. US\$105,000,000)** or total input purchase turnover in Cambodia of at least **KHR 3,800,000,000,000 (approx. US\$950,000,000)** in the financial year immediately preceding the year of the notification; or
- (c) The transaction value of the proposed business combination is at least **KHR 120,000,000,000 (approx. US\$30,000,000)**.

**C. Insurer or Securities Business:**

- (a) Any of the parties or its group has a total asset value in Cambodia of at least **KHR 1,000,000,000,000 (approx. US\$250,000,000)** in the financial year immediately preceding the year of the notification;
- (b) Any of the parties or its group has total sales turnover in Cambodia of at least **KHR 280,000,000,000 (approx. US\$70,000,000)** or input purchase turnover in Cambodia of at least **KHR 820,000,000,000 (approx. US\$205,000,000)** in the financial year immediately preceding the year of the notification; or
- (c) The transaction value of the proposed business combination is at least **KHR 61,000,000,000 (approx. US\$15,250,000)**.

The CCC has the discretion to adjust the pre-merger notification thresholds in accordance with the actual circumstances.

**PRAKAS NO. 177 ON THE REQUIREMENTS AND PROCEDURES FOR THE REGISTRATION OF BUSINESS COMBINATIONS REQUIRING PRE-MERGER NOTIFICATION**

Issued on 14 June 2023, Prakas No. 177 sets out requirements and procedures for the registration of business combinations pursuant to Article 12 of Sub-Decree No. 60 aiming to provide acknowledgment and legitimacy to business combinations.

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According to Prakas No. 177, at least one of the parties who notifies the proposed business combination to the CCC shall register the business combination with the CCC within 30 working days following the substantive completion of the business combination. The application for registration shall include documents and information as follows:

- Application form issued by the CCC;
- Copy of tax compliance certificate issued by the General Department of Taxation of the Ministry of Economy and Finance;
- Copy of commercial registration documents and other documents relevant to the change of ownership with the MOC and other relevant authorities;
- Copy of documents relevant to the business combination from the relevant regulators, ministries or competent authorities (if any);
- Copy of permit documents from the CCC on the business combination; and
- Copy of payment receipt on registration of the business combination.

After receipt of the application, the CCC shall issue a notification to the notifying parties within seven working days on the completeness of the application. In case of incompleteness, the notifying parties shall have 15 working days to provide additional documents or information as requested by the CCC; otherwise, the application shall be deemed null and void.

## PRAKAS NO. 178 ON PROCEDURES FOR POST-MERGER NOTIFICATION FOR BUSINESS COMBINATIONS

Issued on 14 April 2023 by the MOC, Prakas No. 178 sets out the procedures for post-merger notification for business combinations that meet the post-merger notification threshold as set out in Article 13 of Sub-Decree No. 60.

Prakas No. 178 requires parties to a business combination to conduct a post-merger notification to the CCC on a business combination which is equal to or exceeds 50% of the notification threshold determined under Decision No. 095 on Determination on the Pre-notification of Business Combinations. At least one of the parties undertaking a business combination that is subject to the post-merger notification shall notify the CCC within 30 working days following the substantive completion of the business combination. The post-merger notifying party shall provide documents and information as follows:

- Notification of post-merger of the business combination;
- Copy of tax compliance certificate issued by the General Department of Taxation of the Ministry of Economy and Finance;

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- Copy of commercial registration documents and other documents relevant to the change of ownership with the MOC and other relevant authorities;
- Copy of documents relevant to the business combination from the relevant regulators, ministries or competent authorities (if any);
- Copy of permit documents from the CCC on the business combination; and
- Copy of payment receipt on registration of the business combination.

After receipt of the application, the CCF shall issue a notification to the notifying parties within seven working days on the completeness of the post-merger notification application. In case of incompleteness, the notifying parties shall have 15 working days to provide additional documents or information as requested by the CCC; otherwise, the application shall be deemed null and void.

### DECISION NO. 179 ON THE FORMALITIES AND PROCEDURES FOR THE ISSUANCE OF ADVANCE RULING CERTIFICATE

Issued on 14 June 2023, Decision No. 179 sets out formalities and procedures for the issuance of an advance ruling certificate pursuant to Article 14 of Sub-Decree No. 60 aiming to examine and evaluate impact on the competition.

#### A. Issuance of advance ruling certificate

Parties who notify the proposed business combination to the CCC may request for an advance ruling certificate by submitting an application to the CCC prior to the substantive completion of the business combination. Upon the receipt of the application, the CCF shall, within seven working days, issue a notice to the notifying parties and specify the required documents and information in order for the CCC's examination and evaluation of such proposed business combination.

The CCC shall issue an advance ruling certificate if there is no ground to reject or prohibit the business combination pursuant to Article 11 of the Law on Competition. If the CCC cannot issue the advance ruling certificate, the CCC may issue a rejection letter to terminate the procedures for the issuance of an advance ruling certificate by specifying that the CCC does not intend to reject the proposed business combination being requested through Article 11 of the Law on Competition.

Additionally, if the CCC has issued a conditional advance ruling certificate, the certificate is deemed valid when the conditions set forth therein are complied with. The CCC may, at its discretion, modify the conditions set out in the conditional advance ruling certificate.



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**B. Suspension of the advance ruling certificate**

In the event that the advance ruling certificate has been issued and the provided documents and information used for requesting such advance ruling certificate are found incorrect or incomplete, the CCC has the power to issue a notice to suspend the advance ruling certificate.

Upon the receipt of the notice on the suspension, the notifying parties shall, within seven working days, submit additional evidence to the CCC in order to verify the correction and completeness of the provided documents and information; otherwise, the advance ruling certificate will become null and void.

**DECISION NO. 180 ON DELEGATION OF POWER OF THE CCC ON THE IMPLEMENTATION OF THE SUB-DECREE ON REQUIREMENTS AND PROCEDURE FOR BUSINESS COMBINATIONS**

Issued on 14 June 2023 by the CCC, Decision No. 180 sets out the delegation of power of the CCC to the CCF to ensure the effective implementation of Sub-Decree No. 60, whereby the CCF is delegated with the following powers:

- (a) Receive application for business combination from requesting party;
- (b) Issuance of notice to notifying party on the completeness or incompleteness of required documents and information for business combinations;
- (c) Issuance of notice to notifying party that the business combination may proceed to completion;
- (d) Issuance of notice to notifying party on secondary review of the business combination;
- (e) Issuance of notice to notifying party on extension of period for secondary review of the business combination;
- (f) Issuance of notice to notifying party in accordance with the procedures on simplified notification and review of the business combination;
- (g) Receive application for advance ruling certificate for the business combination;
- (h) Registration of the business combination; and
- (i) Receive post-merger notification.

If you have any queries on the above, please feel free to contact our team members below who will be happy to assist.

## Contacts



**HENG Chhay**  
Managing Partner

T +855 23 963 112 / 113  
F +855 23 963 116  
[heng.chhay@rajahtann.com](mailto:heng.chhay@rajahtann.com)



**HOUT Sotheary**  
Partner

T +855 23 963 112/113  
F +855 23 963 116  
[hout.sotheary@rajahtann.com](mailto:hout.sotheary@rajahtann.com)

---

## Regional Contacts

### R&T SOK & HENG | *Cambodia*

**R&T Sok & Heng Law Office**

T +855 23 963 112 / 113

F +855 23 963 116

kh.rajahtannasia.com

### RAJAH & TANN | *Myanmar*

**Rajah & Tann Myanmar Company Limited**

T +95 1 9345 343 / +95 1 9345 346

F +95 1 9345 348

mm.rajahtannasia.com

### RAJAH & TANN 立杰上海

SHANGHAI REPRESENTATIVE OFFICE | *China*

**Rajah & Tann Singapore LLP  
Shanghai Representative Office**

T +86 21 6120 8818

F +86 21 6120 8820

cn.rajahtannasia.com

### GATMAYTAN YAP PATACSIL

GUTIERREZ & PROTACIO (C&G LAW) | *Philippines*

**Gatmaytan Yap Patacsil Gutierrez & Protacio (C&G Law)**

T +632 8894 0377 to 79 / +632 8894 4931 to 32

F +632 8552 1977 to 78

[www.cagatlaw.com](http://www.cagatlaw.com)

### ASSEGAF HAMZAH & PARTNERS | *Indonesia*

**Assegaf Hamzah & Partners**

**Jakarta Office**

T +62 21 2555 7800

F +62 21 2555 7899

**Surabaya Office**

T +62 31 5116 4550

F +62 31 5116 4560

[www.ahp.co.id](http://www.ahp.co.id)

### RAJAH & TANN | *Singapore*

**Rajah & Tann Singapore LLP**

T +65 6535 3600

sg.rajahtannasia.com

### RAJAH & TANN | *Thailand*

**R&T Asia (Thailand) Limited**

T +66 2 656 1991

F +66 2 656 0833

th.rajahtannasia.com

### RAJAH & TANN | *Lao PDR*

**Rajah & Tann (Laos) Co., Ltd.**

T +856 21 454 239

F +856 21 285 261

la.rajahtannasia.com

### RAJAH & TANN LCT LAWYERS | *Vietnam*

**Rajah & Tann LCT Lawyers**

**Ho Chi Minh City Office**

T +84 28 3821 2382 / +84 28 3821 2673

F +84 28 3520 8206

### CHRISTOPHER & LEE ONG | *Malaysia*

**Christopher & Lee Ong**

T +60 3 2273 1919

F +60 3 2273 8310

[www.christopherleeong.com](http://www.christopherleeong.com)

**Hanoi Office**

T +84 24 3267 6127

F +84 24 3267 6128

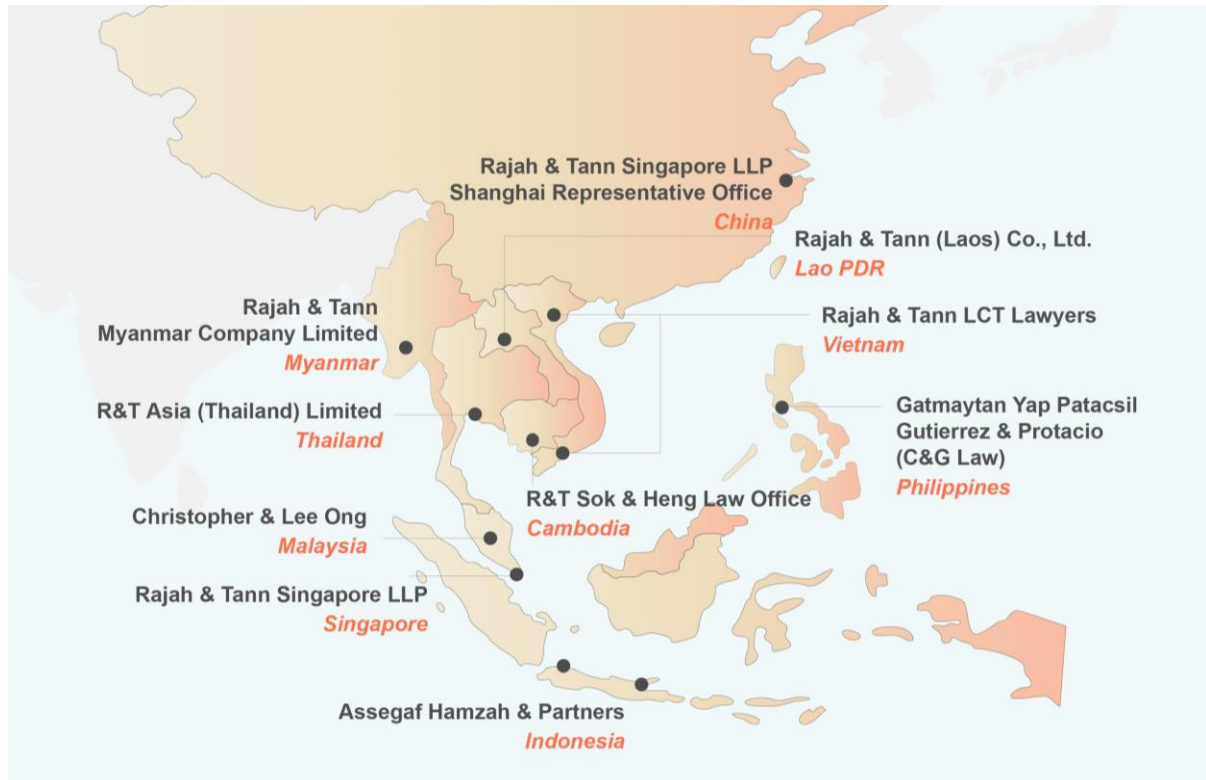
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