



DETERMINATION OF MERGER M/24/072 - MARUBENI/BANPUI/FGL HOLDINGS/SIAM MARUBENI (JV)

Section 21 of the Competition Act 2002

Proposed establishment of a joint venture between Marubeni Corporation, Banpu NEXT Co, Ltd and Fuyo General Lease Co Ltd.

Dated 13 December 2024

1. On 22 November 2024, in accordance with section 18(1)(a) of the Competition Act 2002, as amended (the “Act”), the Competition and Consumer Protection Commission (the “Commission”) received a notification of a establishment of a greenfield joint venture between Marubeni Corporation (“**Marubeni**”), Banpu NEXT Co, Ltd (“**Banpu**”), FGL Holdings (Thailand) Co Ltd (“**FGLTH**”) (a subsidiary of Fuyo General Lease Co Ltd (“**FGL**”)), and Siam Marubeni international Co, Ltd (“**SMIC**”, together, the “**Parties**” or individually “**Party**”) (the “**Proposed Transaction**”).
2. The Proposed Transaction will be implemented pursuant to a share purchase agreement.
3. The business activities of the undertakings involved are:

Marubeni

4. Marubeni is the group parent company of the Marubeni Group. SMIC is an affiliate company within Marubeni Group that has been incorporated for the purpose of participating in the Proposed Transaction. Marubeni conducts business activities multilaterally such as importing and exporting (including third-country trading), as well as domestic business, across wide-ranging fields including lifestyle, IT solutions, food, agri business, forest products, chemicals, metals & mineral resources, energy, power, infrastructure project, aerospace & ship, finance, leasing & real estate business, construction, industrial machinery & mobility, in addition to a variety of services, internal and external investments, and resource development throughout all of the above industries.

Banpu



5. Banpu Group is mainly active worldwide in three segments:

- **Energy resources** – Banpu Group operates coal mines in Indonesia, Australia, China, and Mongolia. Banpu Group is also active in the investment, development and production of natural gas and LNG.
- **Energy generation** – Banpu Group operates power plants, combined heat and power plants, and renewable power plants in countries including China, Australia, Vietnam, Thailand, Laos and Japan.
- **Energy technology** – The Banpu Group is active in renewable power generation and distribution and the installation services thereof, solar solutions system and the after-sale services, energy efficiency solutions, as well as EV fleet management services, outside of the State. The Banpu Group also has investment in li-ion battery.

FGL / FGLTH

6. FGL is the group parent company of Fuyo Lease Group. The primary business of the Fuyo Lease Group is in the provision of leasing and financing services for corporate clients in the real estate, aircraft, energy and environment, business process outsourcing / information and communications Technology, healthcare, mobility & logistics, circular economy and cloud services industries. This includes the provision of finance leases, operating leases, instalment sales and vendor leases as follows:

- **Finance leases** – FGL supports its customers with effective capital investment and efficient management through leasing.
- **Operating leases** – An operating lease is a transaction in which a leasing company estimates the used value of the leased property at the end of the lease term in advance as the residual value and sets the lease fee based on the “property value - residual value.”
- **Instalment sales** – Under instalment sales transactions, FGL purchases machinery and equipment selected by the customer on behalf of the customer and sells the equipment to the customer over a long period in instalments. FGL offers instalment sales transactions for properties that are not suitable for leases due to tax reasons or when the customer wishes to own the property.



- **Vendor leases** – FGL's affiliate, Fuyo Lease Group's Sharp Finance, provides vendor leases that support the sale of office equipment, information equipment, medical equipment, and facilities. In the State, FGL's activities in Ireland are performed through its affiliate, FGL Aircraft Ireland Limited, which offers aircraft leases to airlines in Europe and Asia

The JV

7. The JV will be active in the provision and operation of fleet management services in Thailand. More specifically, the JV will be active in the auto leasing industry with a particular focus on electric vehicles. Products will include 3-wheeled, 4-wheeled, 6-wheeled, and 10-wheeled vehicles, amongst others. Further, they will be integrated with digital platform solutions to efficiently monitor, control, manage and increase value to potential customers in Thailand. The JV will not engage in any business activity outside of Thailand, including in the State.
8. After examination of the notification, the Commission has concluded that the Proposed Transaction falls within the scope of paragraph 2.1 of the Simplified Merger Notification Procedure Guidelines for assessing certain notifiable mergers or acquisitions under section 18 of the Act since:
 - two or more of the undertakings involved in the Proposed Transaction are active in the same product and geographic market, but their combined market share is less than 15%.
9. In light of this, the Commission considers that the Proposed Transaction will note substantially lessen competition in any market for goods or services in the State.

Ancillary Restraints

10. No ancillary restraints were notified.



Determination

The Competition and Consumer Protection Commission, in accordance with section 21(2)(a) of the Competition Act 2002, as amended, has determined that, in its opinion, the result of the proposed creation of a joint venture Marubeni Corporation, Banpu NEXT Co, Ltd, FGL Holdings (Thailand) Co Ltd, a subsidiary of Fuyo General Lease Co Ltd, and Siam Marubeni international Co, Ltd, an subsidiary of Marubeni Corporation and created for the purpose of the Proposed Transaction, will not be to substantially lessen competition in any market for goods or services in the State, and, accordingly, that the acquisition may be put into effect.

For the Competition and Consumer Protection Commission

Ibrahim Bah

Director

Competition Enforcement and Mergers Division