

Section 57 of the Competition Act (Cap. 50B)

Grounds of Decision issued by the Competition and Consumer Commission of Singapore

In relation to the notification for decision of the proposed acquisition by ARA Logistics Ventures I Limited of shares in LOGOS China Investments Limited pursuant to section 57 of the Competition Act

26 February 2020

Case number: CCCS 400/140/2020/001

Confidential information in the original version of this Decision has been redacted from the published version on the public register. Redacted confidential information in the text of the published version of the Decision is denoted by [X].

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I. Introduction

The notification

1. On 6 January 2020, ARA Logistics Ventures I Limited (“ARA Logistics”) filed a notification pursuant to section 57 of the Competition Act (Cap. 50B) (“the Act”) for a decision by the Competition and Consumer Commission of Singapore (“CCCS”) as to whether its proposed acquisition of approximately [X] per cent. of the interest in LOGOS China Investments Limited (“LOGOS”) (the “Proposed Transaction”) will infringe the section 54 prohibition under the Act, if carried into effect. ARA Logistics and LOGOS shall collectively be referred to as “the Parties”.
2. In reviewing the Proposed Transaction, in addition to conducting a public consultation, CCCS sought third-party feedback from 23 competitors, 29 customers and 2 government agencies.
3. At the end of the consultation process and after evaluating all the information including ARA Logistics’ submissions and the concerns raised by third-parties, CCCS concludes that the Proposed Transaction, if carried into effect, will not infringe section 54 of the Act.

II. The Parties to the Proposed Transaction

(a) The Acquirer

ARA Logistics

4. The acquirer, ARA Logistics, is a company incorporated for the purpose of the Proposed Transaction. Accordingly, ARA Logistics does not have any customers nor provide any services to third-parties.¹
5. ARA Logistics is currently wholly-owned by ARA Asset Management Holdings Pte. Ltd. (“ARA”). Warburg Pincus LLP (“WP”) holds a [X] per cent. interest in ARA (through [X]).² After the Proposed Transaction, ARA and [X] will hold an approximate [X] per cent. and [X] per cent. interest in ARA Logistics respectively.³ The [X] shareholding of [X] is [X] funds managed by WP.⁴

ARA Group and its associates

¹ Paragraph 4.1 of ARA Logistics’ 16 January 2020 response to CCCS’s 10 January 2020 request for information.

² Paragraphs 7.3 and 10.19 of Form M1.

³ Paragraph 7.1 of Form M1, paragraph 1.1, 2.1 to 2.3 of ARA Logistics’ 31 January 2020 response to CCCS’s 24 January 2020 request for information.

⁴ Paragraph 7.2 of Form M1.

6. ARA is a premier global integrated real assets fund manager, based in Singapore, with country desks across key cities in Australia, China, Europe, Japan, Korea and the United States. As at 30 June 2019, the gross assets managed by the ARA group of companies (“ARA Group”) and its associates was more than S\$83 billion across over 100 cities in 23 countries. ARA Group and its associates’ activities worldwide are generally in the following:⁵
 - a. Public and Private REITS: ARA Group and its associates manage 21 public and private REITs in the Asia Pacific region.
 - b. Private Real Estate Funds: ARA Group and its associates manage over 70 private funds under various fund platforms including commingled funds, separate accounts and single asset and portfolio club deals, among others, bearing various investment strategies catering to investors’ specific needs.
 - c. ARA Infrastructure: ARA Infrastructure was established in 2018 in response to strong investor demand for infrastructure investment.
 - d. Real Estate Management Services: ARA has operations spanning Australia, China, Malaysia and Singapore, and manages the retail, commercial and logistics properties owned by entities within the ARA Group. They also manage and host world-class events and provide a wide portfolio of services including venue management, franchising and brand transfer opportunities as well as consultancy services, pre-opening and post-opening services specifically designed for Meetings, Incentives, Conferencing and Exhibitions, and venue management industries.
7. In Singapore, ARA offers the same services as described in the above paragraph 6. ARA manages, among others, Suntec REIT, Cache REIT and ARA US Hospitality Trust, which are listed in Singapore, and a number of private funds.
8. In particular, Cache REIT currently holds a portfolio of logistics warehouse properties strategically located in established logistics clusters in Singapore.⁶ The list of industrial properties in Singapore which are held by Cache REIT are as follows:⁷
 - a. Commodity Hub, 24 Penjuru Road;
 - b. Cache Cold Centre, 2 Fishery Port Road;
 - c. Schenker Megahub, 51 Alps Avenue;
 - d. Cache Changi DistriCentre 1, 5 Changi South Lane;
 - e. DHL Supply Chain Advanced Regional Centre, 1 Greenwich Drive;
 - f. Pan Asia Logistics Centre, 21 Changi North Way;
 - g. Pandan Logistics Hub, 49 Pandan Road;

⁵ Paragraph 10.13 of Form M1.

⁶ Paragraph 10.18 of Form M1.

⁷ Paragraph 10.22 of Form M1.

- h. Cache Gul LogisCentre, 15 Gul Way;
 - i. Cache Changi DistriCentre 2, 3 Changi South Street 3; and
 - j. Air Market Logistics Centre, 22 Loyang Lane.
9. ARA Logistics submitted that ARA is involved in the provision of the following goods/services in Singapore:⁸
- a. Real estate development;
 - b. Real estate management;
 - c. Real estate space for rental;
 - d. Convention and exhibition services; and
 - e. Fund management services in respect of property funds (for retail and accredited/institutional investors).
10. The total (group) worldwide revenue of the ARA Group for the financial year ended 31 December 2018 was [X].⁹ The total (group) Singapore revenue of ARA Group for the financial year ended 31 December 2018 was [X].¹⁰

WP

11. WP is a New York based private equity firm with investments in energy, financial services, healthcare, industrial and business services, technology, media and telecommunications. WP has invested more than US\$79 billion (approx. S\$107.4 billion) in more than 880 companies in more than 40 countries around the world including Singapore.¹¹
12. In Singapore, WP operates through its Singapore office, Warburg Pincus Singapore Pte. Ltd. ARA Logistics submitted that in WP's portfolio, there are [X] companies in which WP has at least 30 per cent. ownership interest and /or veto power, and that have revenue in Singapore, and these companies are involved in varied businesses, including [X].¹² CCCS notes that WP has less than 30 per cent ownership interest and no veto power in ESR Cayman Limited.¹³ This company is the sponsor of ESR Reit¹⁴ which ARA Logistics has identified to be a competitor in the supply of (a) fund management services for industrial real estate assets and (b) warehouse space for rental.
13. The total (group) worldwide revenue for the portfolio companies of WP in which it has at least a 30 per cent. ownership interest and/or veto power for the financial

⁸ Paragraph 14.1 of Form M1.

⁹ Paragraph 13.1 of Form M1.

¹⁰ Paragraph 13.5 of Form M1.

¹¹ Paragraph 10.12 of Form M1.

¹² Paragraph 10.19, 14.1 and Annex 14 of Form M1.

¹³ Paragraph 24.15 and Annex 14 of Form M1. ARA Logistics submitted that WP has a minority stake in ESR Cayman Limited, but has very limited shareholder rights and does not have the ability to control the company.

¹⁴ Paragraph 19.18 of Form M1.

year ended 31 December 2018 was [X].¹⁵ The total (group) Singapore revenue for the portfolio companies of WP in which it has at least a 30 per cent. ownership interest and/or veto power for the financial year ended 31 December 2018 was [X].¹⁶

(b) The Target

LOGOS

14. The target, LOGOS, is a company incorporated in the British Virgin Islands and is the holding company of the LOGOS Group. The LOGOS Group’s principal business is the management of funds (“LOGOS Managed Funds”) which acquire, develop and operate logistics properties in Asia Pacific, including Singapore.¹⁷ LOGOS is also the holding company of LOGOS SE Asia (Fund Management) Pte. Ltd. (“LOGOS Fund Manager”), which provides fund management services in Singapore to certain LOGOS Managed Funds.¹⁸ LOGOS has A\$4 billion (approx. S\$3.8 billion) of equity commitments across 14 ventures with a targeted end-value of assets under management (“AUM”) of over A\$9 billion (approx. S\$8.5 billion).¹⁹
15. There are currently [X] LOGOS Managed Funds²⁰, [X].²¹ However, currently only [X] holds 6 industrial properties in Singapore, which are as follows:²²
- a. 8 Jurong Pier Road;
 - b. 71 Tuas South Avenue;
 - c. 2 Tuas South Link 1;
 - d. 21 Tuas West Drive;
 - e. 4 Pandan Crescent; and
 - f. 20 Tuas South Avenue 14.
16. ARA Logistics submitted that LOGOS is involved in the provision of the following goods/services in Singapore:²³
- a. Real estate development (for LOGOS Managed Funds);

¹⁵ Paragraph 13.2 of Form M1.

¹⁶ Paragraph 13.6 of Form M1.

¹⁷ Paragraph 7.5 and 10.15 of Form M1.

¹⁸ Paragraph 7.6 of Form M1.

¹⁹ Paragraph 10.15 of Form M1.

²⁰ [X] refer to the [X] funds managed in Singapore by the LOGOS Fund Manager.

²¹ Paragraph 10.20 of Form M1 and paragraph 3.1 of ARA Logistics’ 16 January 2020 response to CCCS’s 10 January 2020 request for information.

²² Paragraph 10.20 of Form M1.

²³ Paragraph 14.1 of Form M1.

- b. Real estate management (for LOGOS Managed Funds);
 - c. Real estate space for rental (for LOGOS Managed Funds); and
 - d. Fund management services in respect of property funds (for accredited and institutional investors) which invest in industrial real estate assets.
17. The total (group) worldwide revenue of LOGOS Group for the financial year ended 31 December 2018 was [X].²⁴ The total Singapore revenue of LOGOS Group for the financial year ended 31 December 2018 was [X].²⁵ For completeness, as part of the Proposed Transaction, [X]. LNHT is only involved in [X] and its 2018 global turnover was [X].²⁶

III. The Proposed Transaction

Nature of the Proposed Transaction

18. The Proposed Transaction relates to an acquisition by ARA Logistics of approximately [X] per cent. of the interest in, and sole control over, LOGOS and its affiliated companies, pursuant to the Share Subscription and Purchase Agreement entered into between ARA Logistics, ARA, LOGOS, the shareholders of LOGOS and the founders of LOGOS dated 11 December 2019 (the “SSPA”).²⁷ In summary, ARA Logistics would acquire [X] per cent. shares in LOGOS via (a) [X] ; and (b) [X]. The value of the Proposed Transaction is approximately [X] per cent. of the post-money valuation of LOGOS (which is [X], or approximately [X]), and is subject to closing adjustments.²⁸
19. The Proposed Transaction has a Long Stop Date under the SSPA, being [X].²⁹ [X].³⁰

Merger under Section 54 of the Competition Act

20. Based on ARA Logistics’ submissions regarding the structure of the Proposed Transaction, and the fact that ARA Logistics is acquiring approximately [X] per cent. of the interest in LOGOS, and direct and sole control of LOGOS, pursuant to the SSPA, CCCS is of the view that the Proposed Transaction constitutes a merger falling under section 54(2)(b) of the Act.

²⁴ Paragraph 13.3 of Form M1.

²⁵ Paragraph 13.7 of Form M1.

²⁶ Paragraph 13.3 of Form M1 and Clause 4.3 of SSPA.

²⁷ Annex 10 of Form M1.

²⁸ Paragraph 11.10 of Form M1.

²⁹ Paragraph 11.12 of Form M1 and Clause 1 of the SSPA.

³⁰ Clause 1 and 5.1 of SSPA.

IV. Competition Issues

ARA Logistics' submission

21. ARA Logistics submitted that the Parties overlap in the supply of:
 - a. industrial real estate space for rental, specifically warehouse space; and
 - b. fund management services in respect of property funds (for accredited and institutional investors) which invest in industrial real estate assets(collectively, the “Overlapping Goods and Services”).³¹
22. ARA Logistics also submitted that ARA Group and LOGOS Group also supply BTS industrial space, but these are primarily customised facilities suited to a tenant’s requirements for long term leases, and the supply of BTS industrial space is considered to still fall within the supply of industrial real estate space for rental, rather than the provision of real estate development services.

CCCS' assessment

23. CCCS is of the view that the supply of industrial space for rental could be further segmented into the market for the supply of (a) BTS industrial space for rental and (b) ready-built industrial space for rental. Information and feedback generally suggests that industrial space tenants with specific requirements, e.g. large space to consolidate its business functions into 1 warehouse to improve its workflow processes and high ceilings for the installation of certain machines and systems to suit its operations, face difficulties in switching from renting BTS industrial space to renting ready-built industrial space. In addition, feedback received also suggest that suppliers of ready-built industrial space are either (a) unable to supply BTS industrial space due to the lack of technical know-how and/or track record, or (b) for those that have the capabilities to do so, unwilling to do so due to the risk involved.
24. Despite the above and a feedback indicating concerns over a decrease in the number of BTS industrial space suppliers after the Proposed Transaction, CCCS is of the view that it is not necessary to focus its merger assessment on the supply of BTS industrial space for rental as competition concerns are unlikely to arise from the Proposed Transaction in this possible relevant market. Specifically, CCCS notes that (a) LOGOS and ARA Logistics are unlikely to be each other’s next best competitor for BTS projects as [REDACTED]; (b) the Parties have only competed in [REDACTED] BTS project by [REDACTED]; (c) there are at least 7 competitors who are

³¹ Paragraph 15.1 of Form M1.

supplying BTS industrial space projects in Singapore³²; (d) the competitors of the Parties supplied more BTS projects than the ARA Group or LOGOS in the past 3 years and the Parties have [X] market shares in the last 3 years³³; and (e) even if the ARA Group or LOGOS wins the [X], the merged entity's combined market shares is still likely to remain below CCCS's indicative threshold.

25. Given the above, in evaluating the potential impact of the Proposed Transaction, CCCS considered whether the Proposed Transaction will lead to coordinated and/or non-coordinated effects that would lead to a substantial lessening of competition ("SLC") or raise competition concerns in relation to (a) ready-built industrial real estate space for rental, specifically warehouse space; and (b) fund management services in respect of property funds (for accredited and institutional investors) which invest in industrial real estate assets.

V. Counterfactual

26. In the absence of market feedback or evidence suggesting otherwise, CCCS is of the view that absent the Proposed Transaction, the Parties will continue their business operations independently and compete in the supply of (a) ready-built industrial real estate space for rental, specifically warehouse space; and (b) fund management services in respect of property funds (for accredited and institutional investors) which invest in industrial real estate assets.

VI. Relevant Markets

27. Based on ARA Logistics' and third-parties' submissions, CCCS considers the relevant markets for the purpose of its competition assessment to be the following:
- a. The supply of warehouse space for rental in Singapore; and
 - b. The global supply of fund management services for industrial real estate assets;

collectively referred as the ("Relevant Markets").

³² Paragraph 13.1.2 of ARA Logistics' 10 February 2020 response to CCCS's 7 February 2020 request for information. These competitors are CapitaLand (which managed Ascendas REIT), Mapletree Investments Pte Ltd, AIMS APAC REIT, Kingsland Development Pte Ltd, Crescendas Group Pte Ltd, Boustead Projects and Tech-Link Storage Engineering.

³³ ARA (through Cache REIT) has only been awarded 1 BTS project to-date for DHL Supply Chain Advanced Regional Centre. The BTS project was completed in July 2015. [X]

VII. Market Structure

(a) Market shares and market concentration

The supply of warehouse space for rental in Singapore

28. CCCS notes that the merged entity would have the second largest market shares with an estimated market shares of 10-20 per cent Post-Transaction. However, CCCS notes that the list of warehouses used by CCCS to calculate the estimated market shares is unlikely to be exhaustive. In this regard, CCCS is of the view that the actual market shares of the Parties could be lower than 10-20 per cent. In any case, the combined market shares of the Parties of 10-20 per cent. and a Post-Transaction CR3 of 50-60 per cent do not cross CCCS's indicative threshold or give rise to competitive concerns.

The global supply of fund management services for industrial real estate assets

29. The combined market shares of the Parties in the market for the supply of fund management services for industrial real estate assets is low at 10-20 per cent. even under the conservative approach of comparing it with only 3 other industrial REITs (out of numerous number of options available in local and overseas stock markets), and does not cross CCCS's indicative threshold or give rise to competitive concerns.

(b) Barriers to entry and expansion

The supply of warehouse space for rental in Singapore

Entry barriers

30. CCCS received some feedback which suggests the presence of some entry barriers such as (a) the need to establish an efficient network and (b) difficulties with obtaining industrial lands for warehouse development. However, CCCS notes that LOGOS Group had established its presence in Singapore through ownership (by LOGOS Managed Funds) of 6 warehouse properties in Singapore in a relatively short time frame of [X<] through acquisition of [X<]. This suggests that the time and effort taken to establish an efficient logistics network in Singapore is unlikely to be a prohibitive entry barrier for potential entrants to enter the market. Other feedback received also suggests that it is unlikely to be difficult for new entrants to obtain industrial land/space. In light of all the above, CCCS considers that the barriers to entry for the supply of warehouse space for rental in Singapore are not high.

Expansion barriers

31. A feedback received suggests that difficulties with obtaining industrial land could similarly be a possible barrier to expansion in the market for the supply of warehouse space for rental in Singapore. However, information on industrial land supply shows that it is unlikely to be difficult for interested suppliers of warehouse space for rental to obtain industrial land to expand their warehouse operations in Singapore. Hence, CCCS is of the view that barriers to expansion facing existing suppliers of warehouses for rental in Singapore are likewise not high.

The global supply of fund management services for industrial real estate assets

Entry barriers

32. Feedback received from third-parties indicates that the barriers to entry for the global supply of fund management services for industrial real estate assets is high. According to some feedback, investors typically choose to invest only with fund managers with the relevant experience, track record and local partners who are familiar with the industry. This suggests that a new player without the relevant experience would find it hard to attract investors. Other feedback received also suggests that there are several regulatory requirements to satisfy before a new player could enter the market, rendering any entry within a short time frame to be unlikely. Based on the feedback received, CCCS is of the view that the barriers to entry for the global supply of fund management services for industrial real estate assets is likely to be high.

Expansion barriers

33. In assessing the presence of any expansion barriers in the market for the global supply of fund management services for industrial real estate assets, CCCS examined if an existing fund manager in the supply of fund management services for industrial real estate assets could expand its portfolio easily to enhance the attractiveness of its portfolio to investors. In this regard, CCCS notes that existing fund managers have been observed to be able to scale up the AUM of its portfolio in recent years. Hence, CCCS is of the view that barriers to expansion for the global supply of fund management services for industrial real estate assets is likely to be low.

(c) Countervailing Buyer Power

The supply of warehouse space for rental in Singapore

34. CCCS notes that there is generally room for warehouse tenants to negotiate for better lease terms with suppliers of warehouse space for rental. In addition, there are actual instances of self-supply by some tenants of the Parties which suggests

that other tenants of the Parties, who are mostly large MNCs and third-party logistics provider (“3PLs”), would likely have the ability to do so and be able to counter price increases by the Parties. As such, CCCS is of the view that countervailing buyer power is likely to be significant.

The global supply of fund management services for industrial real estate assets

35. In view of information suggesting that investors’ ability to negotiate for better terms and prices is limited, and in the absence of any information suggesting investors’ ability to self-supply, CCCS is of the view that countervailing buyer power is likely to be low.

VIII. Competition Assessment

(a) Non-coordinated effects

The supply of warehouse space for rental in Singapore

36. The estimated combined market shares of the Parties for the supply of warehouse space for rental in Singapore at 10-20 per cent does not cross CCCS’s indicative threshold or give rise to competitive concerns. The merger may enhance the merged entity’s ability to better compete with the existing market leaders.
37. CCCS is of the view that the closeness of rivalry between the Parties is unlikely to be significant given the difference in scale between the Parties as LOGOS is a relatively smaller player due to its recent entry, with other stronger competitors who are competing with the Parties.
38. CCCS notes that most warehouse tenants are price-sensitive and seek to maintain low operating costs, and would switch to an alternative competing warehouse that is able to satisfy its requirements at the lowest price point. Feedback received also suggests that any switching costs involved is unlikely to be an impediment for warehouse tenants. Some tenants are already concurrently renting warehouse space in the Parties’ premises, as well as in warehouses operated by competing suppliers. This price-sensitivity characteristic of warehouse tenants and the availability of alternative suppliers would likely constrain the merged entity’s ability to exercise its market power after the Proposed Transaction.
39. The barriers to entry to set up warehouse space for rental in Singapore, as well as the barriers to expansion existing warehouse operators face in expanding to locations where the Parties currently operate at and/or any other locations in Singapore, do not appear to be high. CCCS is of the view that the threat of new entry and expansion of existing warehouse suppliers will continue to place a competitive constraint on the merged entity after the Proposed Transaction.

40. Given the feedback to suggest that some tenants of warehouses have the ability to self-supply, CCCS is of the view that the Parties' customers, who are mostly large MNCs and 3PLs, would likely be able to self-supply and counter price increases by the merged entity after the Proposed Transaction.
41. Given the above considerations, CCCS is of the view that non-coordinated effects are unlikely to arise in the market for the supply of warehouse space for rental in Singapore.

The global supply of fund management services for industrial real estate assets

42. The estimated combined market shares of the Parties relative to only 3 other competitors for the global supply of fund management services for industrial real estate assets is low at 10-20 per cent and does not cross CCCS's indicative threshold or give rise to competitive concerns. The merger may enhance the merged entity's ability to better compete with the existing local market leaders.
43. Feedback received does not suggest the Parties to be each other's closest competitor due to the different focus of their portfolios. In this regard, CCCS is of the view that the extent of existing competition between the Parties is likely to be low. Further, the merged entity would continue to face competitive constraint from larger players such as Mapletree Logistics Trust and Ascendas REIT.
44. Despite the high barriers to entry to provide fund management services with respect to property funds that invest in industrial real estate asset globally, CCCS has assessed that the barriers to expansion that existing fund managers face is low. CCCS is of the view that the threat of expansion by existing fund managers will continue to place a competitive constraint on the merged entity after the Proposed Transaction.
45. CCCS notes that accredited and institutional investors are able to invest with a large number of fund managers managing property funds that invest in industrial real asset assets globally. Feedback received also indicates that there is no penalty for investors that choose to exit an investment or change its investment strategy prematurely. The lack of any insurmountable barrier to switching and the availability of a large number of competing fund managers globally which returns-maximising accredited and institutional investors can choose to invest with would likely constrain the merged entity's ability to exercise its market power after the Proposed Transaction.
46. Given the above considerations, CCCS is of the view that non-coordinated effects are unlikely to arise in the market for the global supply of fund management services for industrial real estate assets.

(b) Coordinated effects

The supply of warehouse space for rental in Singapore

47. CCCS is of the view that the characteristics of the market do not facilitate coordination between suppliers of warehouse space for rental in Singapore after the Proposed Transaction for the following reasons:
- a. There are at least 9 suppliers of warehouse space for rental operating warehouses at different locations in Singapore Post-Transaction. The difference in cost structure and other requirements faced by the suppliers of warehouse space for rental at different locations make it difficult to coordinate their commercial behavior in the market;
 - b. There is a low degree of transparency on pricing which would make it difficult for these suppliers of warehouse space for rental to monitor each other; and
 - c. Barriers to entry and expansion are not high, which implies that new warehouse space supplier may disrupt coordination between the incumbents and render any coordination unsustainable.

The global supply of fund management services for industrial real estate assets

48. CCCS is of the view that the characteristics of the market do not facilitate coordination between fund managers providing fund management services for industrial real estate assets for the following reasons:
- a. The difference in portfolio focus, portfolio size, cost structure and other requirements faced by the large number of fund managers at different locations globally make it difficult to coordinate their commercial behavior in the market;
 - b. There is a low degree of transparency on pricing which would make it difficult for fund managers serving investors with varying degrees of bargaining power to quickly and readily detect deviations from any anticompetitive agreement; and
 - c. There is a low degree of market transparency in terms of information available on private property funds which would make it difficult for fund managers to monitor one another.

CCCS's assessment and conclusion on the SLC test

49. Considering CCCS's conclusions in relation to the lack of non-coordinated and coordinated effects from the Proposed Transaction, CCCS is of the view that the Proposed Transaction is unlikely to lead to SLC in the Relevant Markets.

IX. Efficiencies

50. Given that the above competition assessment does not raise SLC concerns, CCCS is of the view that it is not necessary to make an assessment on the claimed efficiencies by ARA Logistics.

X. Ancillary Restrictions

51. The Parties submitted a Non-Solicitation Restriction for CCCS's consideration.
52. CCCS is of the view that the scope of the Non-Solicitation Restriction is reasonable as it only affects a specific group of employees. CCCS is also of the view that the duration of the Non-Solicitation Restriction is a reasonable time period to allow ARA Logistics to protect the value of the business.
53. In view of the above, CCCS concludes that the Non-Solicitation Restriction constitutes ancillary restraint which benefit from the exclusion under paragraph 10 of the Third Schedule to the Act, insofar as it relates to Singapore.

XI. Conclusion

54. For the reasons above and based on the information available, CCCS has assessed that the Proposed Transaction, if carried out into effect, will not infringe section 54 of the Act. In accordance with section 57(7) of the Act, this decision shall be valid for a period of 1 year from the date of the decision.



Sia Aik Kor
Chief Executive
Competition and Consumer Commission of Singapore