



COMPETITION & CONSUMER  
COMMISSION | SINGAPORE

## CCS RESPONDS TO PUBLIC CONSULTATION ON PROPOSED AMENDMENTS TO THE CCS GUIDELINES ON MERGER PROCEDURES

27 March 2026

### Introduction

1. Between 27 October 2025 and 17 November 2025, the Competition and Consumer Commission of Singapore ("**CCS**") conducted a public consultation on its proposed amendments to the CCS Guidelines on Merger Procedures (the "**Merger Procedure Guidelines**").<sup>1</sup>
2. Contributions were received from the business and legal community. Respondents were supportive of the proposed amendments and provided feedback on these. Following the feedback received, CCS has made appropriate changes to the Merger Procedure Guidelines, with consequential amendments to the CCS Guidelines on Directions and Remedies. This document outlines how CCS has incorporated feedback received into its amendments to the Merger Procedure Guidelines, and the reasons why some suggestions were not adopted.

### Phase 1 Issues Letter

3. One respondent highlighted that the Phase 1 Issues Letter must contain sufficient detail, including relevant markets and theories of harm, to enable applicants to address CCS's concerns. It was further suggested that for complex mergers, there should be opportunities to engage with CCS during Phase 1 to pre-emptively address issues.
4. CCS notes that the Phase 1 Issues Letter summarises the key competition concerns identified by CCS at the end of the Phase 1 review. The level of detail in the Phase 1 Issues Letter however would depend on the specific issues identified in Phase 1 for a particular merger. CCS notes that additional concerns

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<sup>1</sup> The CCS Guidelines on the Procedure for Settlement will be announced in due course.

may surface during a Phase 2 review, which CCS will, likewise, identify to applicants. Applicants are encouraged to engage CCS proactively to address any potential competition concerns early.

#### Streamlining of Phase 1 review to 25 working days

5. While all respondents expressed support for shorter review timelines, one respondent noted the difference between the 30 working days timeline and actual time taken to conclude a review. The respondent suggested embedding a principle on focused and targeted information requests into the Merger Procedure Guidelines.
6. In line with streamlining the Phase 1 review process, CCS will take a more targeted and focused approach in the information sought from applicants and third parties where it is clear that the merger does not raise competition concerns. CCS considers that the present amendments sufficiently cover this principle.

#### Extension of Phase 1

7. Some respondents raised concerns about the extended Phase 1 review process, including when CCS will notify merging parties that Phase 1 is being extended, factors considered by CCS in determining whether an extension will be granted, and the distinction between the extended Phase 1 and Phase 2 review process. One respondent also suggested that if a merger is complex, applicants may be better off moving directly to Phase 2, and that CCS should allow applicants to opt for a Phase 2 review instead of extending the Phase 1 review process.
8. CCS considers that, with the higher threshold for proceeding to Phase 2 review, Phase 1 merger assessments must be sufficiently well-informed and robust, to determine whether there are reasonable grounds to suspect that the section 54 prohibition may be infringed. The extended Phase 1 review should not be conflated with the Phase 2 review or be seen as a precursor to it. An extended Phase 1 review arises in limited circumstances where a merger requires more scrutiny in order to ascertain whether there are competition concerns. Consequently, more information may be necessary for CCS to assess whether to clear the merger at Phase 1 or move to Phase 2. In practice, CCS envisages that Phase 1 extensions will be infrequent and assessed on a case-by-case basis.

9. CCS will notify applicants as soon as practicable if a Phase 1 extension is envisaged and inform applicants if the merger review concludes earlier than the extended timeline of 50 working days.
10. Finally, CCS noted concerns from one respondent that third parties may use the regulatory review process to prolong merger review timelines. CCS clarifies that there are appropriate measures to prevent this, including the use of a notice under section 61A of the Competition Act 2004 to require a response within a specified deadline.

### Ancillary Restraints

11. Respondents raised questions on whether CCS will identify preliminary issues on any notified agreement, arrangement or provision ("**Restrictive Provision**") during the merger review process; and raised concerns on legal certainty if CCS declines or defers its review of the notified Restrictive Provision but raises issues at a subsequent stage, which may complicate the drafting of closing conditions.
12. CCS clarifies that there is no change to its current process in reviewing Restrictive Provisions, i.e., CCS will review whether any Restrictive Provisions are ancillary restraints as part of reviewing the merger notification, and state in its decision whether such Restrictive Provisions amount to ancillary restraints. However, the responsibility lies with applicants to provide sufficient information on the Restrictive Provision to CCS *at the outset*, such that CCS assesses the Restrictive Provision without protracting the merger review process.
13. If CCS considers that a Restrictive Provision does not amount to an ancillary restraint, CCS will state its reasons in its decision. Applicants can decide whether to file separate notifications to CCS should they require further legal certainty.

### Threshold for Phase 2 Review

14. One respondent suggested that the threshold of "*reasonable grounds to suspect*" is ambiguous and does not provide sufficient certainty on the circumstances in which a Phase 2 review will be initiated. The respondent suggested adjusting the threshold for initiating a Phase 2 review to one where "*CCS is satisfied that there are reasonable grounds to believe*" that the section 54 prohibition may be infringed.
15. CCS considers that the proposed threshold for initiating Phase 2 review is appropriate and sufficient. The standard of "*reasonable grounds to suspect*"

aligns with the language under section 62 of the Competition Act 2004. Adopting the standard of “*reasonable grounds to believe*” as part of the threshold for initiating Phase 2 review, would exceed the legal standard set out in section 62 of the Competition Act 2004 to investigate a merger. To address applicants’ concerns over uncertainty on whether Phase 2 will be initiated, CCS will provide applicants with opportunities at appropriate stages to address CCS’s concerns (if any) and will notify applicant(s) as soon as practicable if a Phase 2 is envisaged.

#### Removal of Phase 2 Issues Letter

16. One respondent raised concerns regarding transparency in relation to CCS’s proposal to remove the Phase 2 Issues Letter, noting that applicants need clear and timely guidance on specific competition concerns, and that relying on the Phase 1 Issues Letter may quickly become outdated as additional evidence is gathered during Phase 2.
17. CCS clarifies that the requirement for a Phase 2 Issues Letter is removed in favour of a more flexible and timely mode of engagement with applicants, such that CCS is not bound to communicate its competition concerns through a Phase 2 Issues Letter. Instead, CCS will communicate the competition concerns identified at appropriate junctures through suitable modes of communication. This promotes candid and transparent exchanges and allows applicants to consider appropriate responses at an early stage. Notwithstanding this flexible mode of communication, CCS will also document competition concerns identified in writing for applicants as appropriate.

#### Commitment proposals

18. One respondent expressed concern that CCS’s proposed amendments might suggest that applicants are strongly incentivised to submit commitments in Phase 1. The respondent noted that requiring commitments in Phase 1 seems premature and that many transactions that were escalated to a Phase 2 review complete without commitments. The respondent recommended clarifying that commitments remain voluntary and declining to offer them will not be viewed negatively by CCS.
19. CCS maintains that commitments are voluntary and can be offered to CCS at any time during the merger review process. CCS has amended paragraph 2.10 of the Merger Procedure Guidelines to clarify that concerns raised at Phase 1 can be addressed through commitments proposals or submitting additional information to address the competition concerns identified, and added footnote 3 stating: “*For the avoidance of doubt, the submission of a commitments*”

*proposal is voluntary, and applicant(s) may choose not to submit any proposal at this stage if they deem it inappropriate."*

### **Next steps**

20. Pursuant to section 61 of the Competition Act 2004, CCS will proceed to publish the Merger Procedure Guidelines in the Gazette on 27 March 2026, and these revised guidelines will take effect on 1 May 2026. The Merger Procedure Guidelines will be reviewed from time to time to ensure their continued efficacy, taking into account best practices from leading competition jurisdictions, experiences gleaned from CCS's cases and inquiries, as well as the decisions of the Competition Appeal Board and the courts.

**- End -**