EFFECTS AND DETERMINANTS OF CROSS-ORDER MERGERS AND ACQUISITIONS (CBMAs) IN FIVE EAST ASIAN COUNTRIES

PREPARED BY:

SONG SAW IMM RASHIDAH ABDUL RAHMAN KUEH CHIOK CHOO CHU EI YET

FEBRUARY 2010

RESEARCH TEAM

ASSOC. PROF. DR SONG SAW IMM Project Leader

PROF. DR. RASHIDAH ABDUL RAHMAN Team Member

> KUEH CHIOK CHOO Team Member

DR. CHU EI YET Team Member

TABLE OF CONTENTS

Page

8

Letter of Submission	ii
Project Team Members	iii
Acknowledgements	iv
Table of Contents	v
List of Tables	ix
List of Figures	x
Abstract	xi

CHAPTER ONE: INTRODUCTION		1
1.0	Background of The Study	1
1.1	Research Questions	4
1.2	Research Objectives	5
1.3	Significance of The Study	5
1.4	Organisation of The Report	7

CHAPTER TWO: RELATED LITERATURE

2.0	Introduction	8
2.1	Characteristics of CBMAs	8
2.2	Trends in CBMAs	10
	2.2.1 Trend in developed countries	11
	2.2.2 Trend in developing countries	13
2.3	Theories oF CBMAs	16
	2.3.1 Traditional theories	17

	2.3.2 International trade theories	18
	2.3.3 Foreign direct investment theories	20
	2.3.4 Industrial organization theories	22
	2.3.5 Merger waves theory	24
	2.3.6 Undervaluation theory	25
2.4	Motives of CBMAs	26
	2.4.1 Internal factors	27
	2.4.1.1 Economic consideration	27
	2.4.1.2 Strategic and synergistics consideration	29
	2.4.2 External factors	32
2.5	Effects of CBMAs	34
	2.5.1 Benefits to new joint entities	35
	2.5.2 Benefits to target company	36
	2.5.3 Benefits to acquirer	37
	2.5.4 Domestic vs CBMAs	41
2.6	Determinants of CBMA Performance	45
2.7	Hypotheses Development	48
	2.7.1 Effects of CBMAs	48
	2.7.2 Financial characteristics	49
	2.7.3 Transaction characteristics	50
	2.7.4 Ownership characteristics	52
2.8	Summary	56
CHA	PTER THREE: METHODOLOGY	57
3.0	Introduction	57

vi

ABSTRACT

Cross-border Mergers and acquisitions (CBMAs) form a large portion of foreign direct investment flows in developed world, and an increasing share in emerging markets especially to the Asian countries after Asian Financial Crisis in 1997/98. Various studies have been done on wealth effects and financial performance of firms in different countries and have yielded mixed results.

This study covers CBMAs in five Asian countries most affected by the Asian financial crisis namely, Malaysia, Thailand, Indonesia, the Philippines, and Korea. Malaysia reported the highest number of CBMAs but a rather low percentage of CBMAs in proportion to total M&As. The majority of the CBMAs in these countries were in the financial sector, followed by the industrial and material sectors.

Analysis on post-merger performance on a sample consisting of public listed firms with completed deals of more than ten percent of share acquisition by foreigners was performed using the event study method, key financial ratios and Tobin's q. From a sample of 94 targets for event study analysis and 114 targets for ratio analysis, the results for average abnormal returns of firms in Indonesia and Korea were inconclusive. However, the results for Malaysia, Thailand and the Philippines suggest that the market had reacted positively by adding value to the target firms upon merger announcements. The results show a marginal improvement in the performance or perceived growth opportunities as measured by the adjusted Tobin's q. The findings reflect the heterogeneity and complexity of the causes and effects of CBMAs in this region.

However these results did not translate to real accounting returns in terms of profitability ratios such as return on assets (ROA) and return on equity (ROE). Financial characteristics of the firms in terms of free cash flow (FCF) and free cash flow per share

xi