

EXHIBIT 6

中华人民共和国商务部公告2009年第76号

中华人民共和国商务部收到美国通用汽车有限公司（简称通用汽车）拟收购美国德尔福公司（简称德尔福）的经营者集中反垄断申报，根据《反垄断法》第三十条，现公告如下：

一、立案和审查过程。2009年8月18日，通用汽车向商务部提交了申报材料，并于8月28日、31日根据商务部要求对申报材料进行了补充。8月31日，商务部认为申报材料符合《反垄断法》第二十三条规定的标准，对此项申报进行初步审查，并通知通用汽车。在审查过程中，商务部对集中对市场竞争造成的各种影响进行了评估，并于2009年9月28日前完成审查工作。

二、审查内容。根据《反垄断法》第二十七条，商务部从如下几个方面对此项经营者集中进行了全面审查：

- （一）参与集中的经营者在相关市场的市场份额及其对市场的控制力；
- （二）相关市场的市场集中度；
- （三）经营者集中对市场进入、技术进步的影响；
- （四）经营者集中对消费者和其他有关经营者的影响；
- （五）经营者集中对国民经济发展的影响；
- （六）其他因素对市场竞争产生的影响。

三、审查工作。立案后，商务部对此项申报依法进行了审查，对申报材料进行了认真核实，对此项申报涉及的重要问题进行了深入分析，并通过书面征求意见、召开座谈会以及约谈当事人等方式，先后征求了有关政府部门、相关行业协会、汽车生产商以及集中交易双方等方面意见。

四、相关市场。集中交易双方的产品和业务没有横向重叠，但在上下游市场中存在纵向关系。因此，本案中根据交易双方各自的产品分别界定相关市场。就通用汽车的产品而言，相关产品市场界定为汽车乘用车市场和汽车商用车市场；两个相关产品市场的相关地域市场均为中国市场。就德尔福的产品而言，相关产品市场界定为10个独立的汽车零部件市场，它们分别是汽车电子电气传输系统市场、汽车连接系统市场、汽车电气中心市场、汽车热能系统市场、汽车娱乐和通信市场、汽车控制和安全市场、汽车安全系统市场、汽车汽油发动机管理系统市场、汽车柴油发动机管理系统市场、汽车燃料供给和蒸发产品市场；以上10个相关产品市场的相关地域市场均为中国市场。

五、竞争问题。商务部依法对此项集中进行了全面评估，初步确认集中存在如下竞争关注：鉴于通用汽车在全球和中国汽车市场的领先地位，以及德尔福在全球和中国汽车零部件市场的领先地位和增长态势，考虑到中国相关市场的竞争状况，此项集中可能具有以下排除、限制竞争的效果：

（一）德尔福是国内多家整车厂的独家供应商，鉴于集中实施后双方的控股关系和利益一致性，有必要消除集中对德尔福对国内其他汽车制造企业的供货稳定性、价格和质量可能带来的不利影响，从而避免因此排除、限制国内汽车市场的竞争；

（二）鉴于集中实施后双方的控股关系和利益一致性以及通用汽车对德尔福董事会的介入，有必要确保通用汽车不获得德尔福掌握的国内其他汽车制造企业的研发技术、车型资料等竞争信息，从而避免因此排除、限制国内汽车市场的竞争；

（三）鉴于集中实施后双方的控股关系和利益一致性，国内其他汽车制造企业在转换零部件供应商时，有必要确保德尔福不会采取拖延和不配合策略，提高转换成本，从而避免因此排除、限制国内汽车市场的竞争；

（四）基于集中实施后双方的控股关系和利益一致性，通用汽车可能未来增加自德尔福的汽车零部件采购，提高国内其他零部件企业进入通用汽车采购渠道的难度，使国内其他零部件企业和德尔福相比处于不利地位，从而排除、限制国内汽车零部件市场的竞争。

六、附加限制性条件的商谈。为了消除审查中确认的竞争关注，商务部与集中双方就附加限制性条件进行了商谈。商谈中，商务部就集中存在的竞争关注，要求集中双方提出可行的解决方案。集中双方对商务部提出的竞争关注陈述了自己的看法，并先后提出了初步解决方案及其修改方案。经过评估，商务部认为集中双方针对竞争关注提出的解决方案，可以消除此项集中可能产生的排除、限制竞争效果。

七、审查决定。鉴于上述原因，根据《反垄断法》第二十八条和第二十九条，商务部认为，此项经营者集中可能具有排除、限制竞争的效果，对中国汽车整车市场及其上游汽车零部件市场的竞争产生不利影响。鉴于在规定时间内，集中双方提出了足以减少集中对竞争产生不利影响的解决方案，基本消除了商务部的竞争关注，商务部决定接受集中双方提出的解决方案，附加限制性条件批准此项经营者集中，具体条件如下：

(一) 集中交易完成后, 通用汽车、德尔福应当保证德尔福及其控股和实际控制的关联企业将继续对国内汽车厂商无歧视性地供货, 并且承诺将一如既往地确保供货的及时性、可靠性及产品质量, 确保在供货的价格和数量上依据市场规则和已达成的协议而定, 不应附加会直接或间接排除、限制竞争的不合理条件;

(二) 集中交易完成后, 通用汽车不得非法寻求获得德尔福掌握的国内其他汽车厂商的竞争性保密信息, 德尔福不得非法向通用汽车披露其掌握的国内其他汽车厂商的竞争性保密信息, 双方不得以正式或非正式的方式非法相互交换和沟通第三方的竞争性保密信息;

(三) 集中交易完成后, 通用汽车、德尔福应当保证德尔福及其控股和实际控制的关联企业应客户的合法要求, 配合客户平稳转换供应商, 不得故意拖延或设置、主张限制性条件, 以提高其他整车厂商的转换成本, 从而达到限制竞争的效果;

(四) 集中交易完成后, 通用汽车应当对其所有汽车零部件的采购继续遵循多源供应和非歧视原则, 在符合通用公司相关要求的条件下无歧视性地采购, 不得专门制定对德尔福有利而对其他供应商不利的不合理条件。

自本决定生效之日起, 通用汽车、德尔福应当定期向商务部报告其遵守上述限制性条件的情况, 双方如有任何违反上述限制性条件的行为, 商务部将依法予以处罚。

本决定自公告之日起生效。

中华人民共和国商务部

二〇〇九年九月二十八日

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<http://fdj.mofcom.gov.cn/aarticle/ztxx/200909/20090906541443.html?385467764=3683028003>

Ministry of Commerce of the People's Republic of China

Announcement

2009 No.76

The Ministry of Commerce of the People's Republic of China (*MOFCOM*) received a notification of concentration submitted by General Motors Corporation(*GM*), a US company, in connection with its proposed acquisition of Delphi Corporation(*Delphi*). MOFCOM hereby makes the following announcement in accordance with Article 30 of the Anti-monopoly Law of China (*AML*):

I. Case acceptance and review process

GM submitted the notification materials to MOFCOM on 18 Aug 2009 and subsequent supplementations as requested by MOFCOM on 28 and 31 August. MOFCOM determined the notification materials had satisfied the requirements set out in Article 23 of the AML, decided to initiate a preliminary review of the notification and notified GM on 31 August. During the course of its review, MOFCOM assessed various impacts of the concentration on market competition and completed its review before 28 September 2009.

II. Subject matter of the review

In accordance with Article 27 of the AML, MOFCOM conducted a comprehensive review of the concentration from the following aspects:

- (1) the parties' market share in the relevant markets and their control over markets;
- (2) concentration levels in the relevant markets;
- (3) the concentration's impact on market entry and technological progress;
- (4) the concentration's impact on consumers and other relevant undertakings;
- (5) the concentration's impact on the national economic growth;
- (6) other factors impacting the market competition.

III. Review work

After the acceptance of the case, MOFCOM carefully verified the notification materials and conducted an in-depth analysis on important issues involved in the notification. Furthermore, MOFCOM solicited opinions from relevant government authorities, industry associations, carmakers, and the parties through solicitation of written opinions, meetings and interviews with the parties, etc.

IV. Relevant markets

The parties' products and activities do not horizontally overlap, but are vertically related in the upstream and downstream markets. As such, the relevant markets for this concentration are defined in accordance with the respective products of the parties. For the products of GM, the relevant products markets are defined as the market for passenger vehicles and the market for commercial vehicles, and the relevant geographic markets for these two product markets are defined to be the Chinese market. For the products of Delphi, the relevant product markets are defined to include ten distinctive car parts market, including the markets for automotive electrical/electronic transmission system, automotive connection system, automotive electrical centre, automotive energy system, automotive entertainment and communications, automotive control and safety, automotive safety system, automotive gasoline engine management system, automotive diesel engine management system, and automotive fuel supply and evaporation products respectively. The relevant geographic markets for the ten relevant product markets are defined to be the Chinese market.

V. Competition issues

After an overall assessment of this concentration in accordance with applicable laws, MOFCOM determined that the concentration will give rise to the following competition concerns. Due to GM's leading position in both the global and the Chinese automotive markets, Delphi's leading position in both the global and Chinese car parts markets and its growth momentum, as well as the competition conditions in the relevant Chinese markets, the concentration may have the following eliminative or restrictive effects on competition:

(1) Delphi is the sole supplier for many domestic car makers. Due to the post-concentration relationship and the common interests between the two parties, it is necessary that the potential adverse impacts on the stability of supply from Delphi to other domestic car makers, and on price and quality shall be precluded, thereby avoiding the elimination or restriction of competition in the domestic automotive market;

(2) In consideration of the post-concentration relationship and the common interests between the two parties as well as GM's involvement in Delphi's board of directors, it is necessary to ensure that GM will not obtain other domestic car makers' competitive information (such as R&D technologies, vehicle types, etc.) that is in the possession of Delphi, thereby avoiding the elimination or restriction of competition in the domestic automotive market;

(3) In consideration of the post-concentration relationship and the common interests between the two parties, it is necessary to ensure that, in the course of switching to other car parts suppliers by domestic car makers, Delphi will not take delaying nor non-

cooperative strategies and will not raise such switch cost, thereby avoiding the elimination or restriction of competition in the domestic automotive market;

(4) In consideration of the post-concentration relationship and the common interests between the two parties, GM may increase its procurement of car parts from Delphi in the future and make it more difficult for other domestic car parts producers to enter into GM's procurement channels, thereby disadvantaging these producers and eliminating or restricting competition in the domestic care parts market.

VI. Discussions regarding the imposition of restrictive conditions

To remove the competition concerns identified during the review, MOFCOM held discussions with the parties regarding the imposition of restrictive conditions. During the discussions, MOFCOM requested that feasible solutions be proposed to address the competition concerns. The parties stated their views on the concerns raised by MOFCOM and proposed preliminary as well as revised solutions. After assessing such solutions, MOFCOM determined that the remedy package proposed by the parties to address the competition concerns is able to remove the potential eliminative or restrictive effects on competition.

VII. Review decision

In consideration of the above reasons and in accordance with Article 28 and Article 29 of the AML, MOFCOM determines that the concentration may have the eliminative or restrictive effects on competition and have adverse impacts on the competition in the Chinese vehicle market as well as the upstream car parts market. As the parties submitted solutions within the specified time period to sufficiently address such adverse impacts on competition, which by large remove MOFCOM's competition concerns, MOFCOM decides to accept the solutions proposed by the parties and to approve this concentration of undertakings, subject to the following specific conditions:

(1) Post the concentration, GM and Delphi shall guarantee that Delphi and the affiliates Delphi controls or de-facto controls shall continue to supply domestic vehicle producers on a non-discriminatory basis, shall always ensure the timeliness, reliability and product quality of their supply, and the price and quantity of the supply shall be determined in accordance with market rules and agreed contracts without imposing any unreasonable conditions that may eliminate and restrict competition either directly or indirectly;

(2) Post the concentration, GM shall not illegally seek to obtain other domestic vehicle players' confidential competitive information that is in the possession of Delphi, Delphi shall not illegally disclose such information to GM, and both parties shall not exchange or communicate with each other either formally or informally as regards the third parties' confidential competitive information.

(3) Post the concentration, GM and Delphi shall guarantee that Delphi and the affiliates Delphi controls or de-facto controls shall cooperate with their customers for smoothly switching suppliers upon the legitimate request from the customers. They shall not, for the purpose of restricting competition, raise the switch cost of other vehicle producers through intentional delay, or imposition or proposition of restrictive conditions.

(4) Post the concentration, GM shall continue to multiple source of all auto parts on a non-discriminatory basis; after setting its relevant requirements, GM shall procure non-discriminatorily and shall not specially set up unreasonable conditions favouring Delphi while disadvantaging other suppliers.

From the date on which this decision takes effect, GM and Delphi shall regularly report to MOFCOM regarding their compliance of the above restrictive conditions. MOFCOM shall impose sanctions in accordance with laws should any party breaches these conditions.

This decision shall come into effect as of the date of this announcement.

Ministry of Commerce of the People's Republic of China

28 September 2009

Source: Anti-monopoly Bureau of MOFCOM

<<http://fdj.mofcom.gov.cn/aarticle/ztxx/200909/20090906540211.html?879155828=3683028003>> (in Chinese)

I, Mary Xu, of Freshfields Bruckhaus Deringer, which is located at 34th Floor, Jin Mao Tower, 88 Century Boulevard, Pudong New Area, Shanghai, PRC, declare that I am well acquainted with both the Chinese and English languages, and that the document listed below has been accurately translated, to the best of my knowledge and ability:

Exhibit 1: Anti-Monopoly Law of the People's Republic of China

Exhibit 3: Measures on the Notification of Concentrations of Undertakings (Ordinance of the Ministry of Commerce, 2009 No. 11)

Exhibit 5: English translation of the excerpts of MOFCOM press conference on 12 August 2008

Exhibit 6: Ministry of Commerce of the People's Republic of China Announcement (2009 No. 76)

I declare that the foregoing is true and correct.

Signed.....*Mary Xu*.....
Mary Xu

Date.....*28/09/2011*.....