



Japanese cross-border M&A: the choice of partial versus full acquisitions

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学位論文審査要旨

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論題 Japanese cross-border M&A: the choice of partial versus full acquisitions

(日本のクロスボーダーM&A: 部分的買収と完全買収の選択)

審査 令和3年2月

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論文内容の要旨

The focus of this doctoral thesis is on the choice of partial versus full acquisitions for cross-border investments involving Japan. Therefore, this study is about M&A (merger and acquisition), and is located on the field of international management. Cross-border acquisitions have received greater attention in academic field because they face much more complexity in the post-acquisition integration than domestic acquisitions. Because of cultural and regulatory differences among countries, managing a cross-border target is expected to be more challenging task than a domestic one.

The doctoral thesis analyzes how the acquisition mode choice (partial versus full) is affected by four factors: (1) strategic consistency/flexibility, (2) business strategy based on Miles and Snow typology (i.e. defenders, analyzers, and prospectors), (3) country-of-origin (i.e. emerging country firms versus developed country firms), and (4) disaggregated institutional distance variables. Based on these approaches, the thesis is composed of four independent studies. With citing the existing literature on theoretical and empirical studies, all of these are conducted empirically using statistical data.

The first study is concerned with the size of the acquiring firm. In addition, it examines whether the acquisition mode choice made by Japanese firms is affected by acquire strategy (i.e. consistent versus flexible). Empirical results show that smaller firms prefer partial acquisitions. Within the smaller firms, those with flexible strategies prefer partial acquisitions. However, for large firms, the difference in strategy has little to do with the difference in acquisition method.

The second research is also concerned with the difference in strategies based on Miles and Snow typology (i.e. defenders, analyzers, and prospectors). Specifically, the difference is whether firms are innovation-oriented or cost efficiency-oriented. Prospectors are innovation-oriented firms, and defenders are cost efficiency-oriented firms. The paper finds evidence that cost-efficiency-oriented firms prefer partial acquisitions.

The third study is concerned with whether foreign firms prefer total acquisitions or

partial acquisitions when the foreign firms seek to acquire Japanese firms. The issue is whether emerging country firms have different behavior from developed country firms. The thesis finds evidence that firms from emerging countries prefer partial acquisitions. This phenomenon is more pronounced for smaller firms.

The fourth study is concerned with whether the institutional differences among nations affect the acquisition method. According to the thesis, when there is a large difference in the quality of regulation, firms tend to prefer partial acquisitions. In addition, when there is a large difference in the strength of corruption control, firms tend to prefer partial acquisitions.

論文審査の結果の要旨

The doctoral thesis provides numerous interesting results about how firms should choose between partial acquisitions and total acquisitions. Overall, four studies seem to produce clear results.

Roughly speaking, small firms, unskilled firms, and the firms in developing countries tend to prefer partial acquisitions. In short, they are the firms with a larger concern about the consequence of M&A transactions. It seems that these results fit our intuition. Not only the academic contribution seems significant, but also there are many useful implications for corporate managers.

Although the research is located in the field of international management, it is also interesting in the context of corporate finance. For example, the flexible strategy in the first study means that the firm leaves room for changing its business strategy at some point in the future. This seems similar to the concept of real option. When the situation changes, firm management gives up and withdraw from the project. In advance, the firm takes this possibility into account, and decide to implement the investment project or not. If the performance of acquired firms are not so good, then acquiring firms can sell shares and exit.

We propose some comments that there is a room for improvement in techniques that are adopted in the doctoral thesis. For example, there is concern about using dummy variables for a number of independent variables. Although there are difficulties in obtaining abundant data in general, some dummy variables might be replaced by more appropriate variables. In addition, the thesis does not differentiate the magnitude of shareholdings, and regards the transaction less than 100% shareholdings as partial acquisitions. In general, the shareholdings of 51% is not the same as that of 99% in controlling power against the target firm. Finally, the first and second study seems similar because both studies examine the effects of strategy with using same period of dataset, same methodology, and almost identical variables.

In our opinion, however, this doctoral thesis is well written overall. Several papers have already been accepted for publication in several journals. Therefore, the comments above will be useful for future studies rather than the doctoral thesis. We think that the level of the

research is high enough to be granted a Ph. D.

以上の理由から、審査委員は、本論文の著者が、博士（経営学）の学位を授与されるに十分な資質を持つものと判断する。

令和 3 年 3 月 6 日

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