

DISCUSSION ON ORGANIZATIONAL DEVELOPMENT AND ENTERPRISE MERGERS & ACQUISITIONS – TAKE THE MERGER CASE OF JABIL CIRCUIT AND GPG AS AN EXAMPLE

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Abstract

Cummings, Worley (2019) noted at the organization level, development concerns an organization's capability to be self-regulating, to solve its own problems, and adapt to it. Acquisition refer to a corporate organization using various capital resource to purchase legal the equity of another company through legal procedures, while a merger is a mutual agreement between two corporations in which the primary management rights are negotiated to form a new entity. James C. Collins and Jerry I. Porras (1996) Said companies that enjoy enduring success have core values and a core purpose that remain fixed while their business strategies and practice endlessly adapt. The purpose that merger of Jabil Circuit and GPG public acquisition in the market, where acquirers purchase equity from individuals and enterprises to enhance competitiveness and market share in the existing product sector. That reach to expand the enterprise's development, to improve profit ability to reduce costs, and to spread risk. In his industrial competition strategy, M. Porter think in industrial competition strategy that enterprises can achieve profits ahead of competitors through low-cost, diversification, and centralization strategies.

This study demonstrates that the two companies' M&A plan is to expand their organizational scope, to achieve both internal and external integration, to create a new cor-

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porate portfolio, and to establish new values and a vision. Fang, Tsai, and Tsai (2022) Explained that true and lasting value arises from how decision-makers manage core competencies, reconcile the resources and capabilities of the company, and formulate an adaptable strategic direction, ensuring the company's ongoing value creation. The study also offers practical planning for various academic and related industries.

Keywords: Organizational Development, Mergers and Acquisitions, Market Share, Diversification, Vertical Integration, Horizontal Strategy

Introduction

Strategic Perspective Of Organizational Development

The development of an enterprise organization requires strategic insight into the enterprise's philosophy and perspective. The enterprise's strategy of pursuing organizational development which forms the organization's fundamental vision, enhances the weighed sense of mission, verify correct policies, and improves the external environment to obtain sustainable competitive advantage led by leadership to effective propose strategic management. Fang, Tsai, and Tsai (2022) noted that the external environment of enterprises encompasses the overall environment (such as national society), the industrial environment (like the interactions among related enterprises), and the competitive environment (such as direct competitors), along with the internal business capabilities. Cummings, Worley (2019): Illustrated organization development is system-wide application and transfer of behavioral science knowledge to the planned development, improvement and reinforcement of the strategies, structure and processes that lead to organization effectiveness.

The overall structure of the enterprise can be able to succeed to link internal business capabilities, and external environmental resources to establish both functional and technological structures within the organization through business strategic management principles, to establish the functional and technological structure of the organization. Henry Mintzberg, Joseph Lampel, James Brian Quinn, and Sumantra (2013): Said the power of a company constituting a resource for growth and diversification accrue primarily from experience in making a product line or providing a service. Igor Ansoff believed that enterprises must implement a long-term planning management institution, projecting past situations into the future through "assumptions" and anticipating future growth. Ratan Raina (2018) indicated that M&A remains to be a popular tools for growth, as it facilitates new markets, leads to up gradation of technology economically, and provides a competitive advantage to the company.

Organizational Development And Execution

Organizational development combines practice and knowledge to

help enterprises improve their effectiveness and achieve work performance goals. M. Porter stated that from the perspective of industrial organization economics, the "structure-behaviorperformance" model serves as the basic framework, employing scientific behavior to enhance the quality of industrial products and service operations. Fang, Tsai, and Tsai (2022) Explained that after an enterprise has established a series of layouts, the organization must create an atmosphere suitable for the strategic plan, allowing the planned strategy to be implemented smoothly, thereby enhancing the organization's competitive advantage and generating profits. Organizational development is both a social action and a professional field, include the establishment of higher management levels within the organization for integration and structure, as well as external corporate mergers and acquisitions. Fang, Tsai, and Tsai (2022) Argued that the design of a corporate organizational structure must be adjusted coordinating the formulation of organizational strategies to facilitate strategy execution.

Management scholar Richard Beckhard Said that organizational development is a planning, an organization-wide and senior management activity involving upper management which purpose enhancing organizational effectiveness and soundness. This process utilizes behavioral science knowledge through planning interventions program in organizational processes. Cummings, Worley (2019): Noted organization transformation typically occurs in response to a major disruption that requires changes in the organization's strategy and business model. Jeffrey H., Paul C., Robert J. and David J. (2023): Noted corporate strategy entails competing in a core industry or business and also operating in adjacent business or markets.

Organizational development involves adopting organizational structure, strategy, or execution processes to an organization or multiple departments. It focuses on expanding the corporate environment and improving relationships to assist high-level management in executing and communicating tasks and solving problems, such as technological innovation, quality service, and external expansion. Cummings, Worley (2019): Said an organization effectiveness function can be designed with competencies in strategic planning, organization design, and change management. Knowledge and practice in organizational development encompass both micro concepts (e.g., innovation, leadership, and design) and macro concepts (e.g., strategy, organizational change, and corporate culture).

Consequently, enterprises have a stronger execution capabilities to attempt to transform and emphasize knowledge and skills on behavioral science, enabling the entire organizational system to implement the planned change.

Research Purpose

The primary objective of this study is to explain the merger of Jabil Company with GPG company to broaden its business operations, enhance customer acquisition, and diversify its development efforts. Fang, Tsai, and Tsai (2022) Believed enterprises can utilize diversification operations to "put their core business model into new industries or new markets," thereby increasing the profit rate and, more importantly, spread risks. Jabil Cireuit visited GPG company several times to demonstrate its sincerity regarding the merger. Following various legal procedures, Jabil Cireuit successfully achieve the merger plan, to completing its goals of expanding the industry, increasing customers, and enhancing performance. Liu (2023): Said complete absorption and integration of the resource, capabilities and organizational culture of the acquired enterprise is the biggest motivation and purpose after M&A.

This study demonstrates that comprehending the merger of organizational development is one of the most effective strategies during the merger planning process for Jabil Company and GPG Company.

Literature Review

Significance of Organizational Development

For the definition of organizational development, French and Bell (1978) Noted it is a long-term effort to enhance the process of organizational problem solving and innovation, particularly by transforming organizational culture through more effective and collaboration management. Shelda Debowski (2008) Stated organizational culture take shape gradually through slow, unplanned changes and almost imperceptible values and behaviors, adopting the theories and techniques of applied behavioral science with the assistance of change agents. Scholar W. Bennis suggested that organizational development is a response to changes within organizations, aiming to shift beliefs, attitudes, and values to adapt to significant changes in the external environment. Scholars Cummings and Huse contended that organizational development consists of systematically applying behavioral science knowledge to planned development, thereby strengthening organizational strategies and structures. Shelda Debowski (2008) also indicated that organizational structure influences the scope of authority, business responsibilities, and processes, ultimately enhancing organizational effectiveness.

The purpose of organizational development is to enhance trust within the organization, confront problem solving and execution capabilities, and stimulate the creativity of senior managers and employees through scientifically behavioral organization changes and managerial expertise. Shelda Debowski (2008) Noted organizational development involves a series of processes that combine core values, structure, and value shaping to ensure the integration and clarity of the change process. Organizational development is a procedural and expert driven change. Implementing the task blueprint involves a process of planning and change, which includes diagnosis, planning, and problem-solving. Therefore, organizational development involves planned change in management, requiring accurate information to be gathered and senior managers to receive practical training and knowledge before the mission. They must be capable of executing the change process with specific richness and flexibility during bilateral negotiations, designing the new change plan, and continuing until institutionalization and steady growth in the implementation of subsequent reinforcement processes. Lin, Guo, Wan, and Huang (2017) Stated that the essence of negotiation strategy is to systematically analyze opportunities and threats in the environment, along with one's own competitive advantages and disadvantages, and correct position all resources favorably to generate the best outputs and benefits for oneself and the organization.

Definition Of Corporate Mergers And Acquisitions

Enterprise development involves the operation of diverse enterprise scopes and the vertical integration of the supply chain, which all are opinions to enhance the company's investment value. Jeffrey H., Paul C., Robert J. and David J. (2023): Said vertical integration represents such an important and unique form of diversification. A classic M&A plan must be evaluated on prioritized strategic goals. The successful execution of an M&A plan within an organization demonstrates that organizational development focuses on increasing efficiency, enhancing operational capabilities, and improving business objectives. Henry Mintzberg (2012): stated that strategic planners are the main participants in the entire process of strategic planning. Effective implementation is achieved through careful attention to objectives, budgets, action plans, and operational plans. In particular, when the enterprise's scale is expanded, assets and capabilities are improved, and international investment layout is complete, then the operation efficiency and performance growth following merger become the strategic elements to which the competition pays attention.

In the process of organizational development, the themes of mergers and acquisitions are often embraced, but implementation is difficult, involving legal, financial, and practical expertise, along with specialized knowledge. At the outset of implementing strategic organizational changes, companies should recognize that understanding relevant systems and knowledge management is guidelines for handling problems and

resolving difficulties. Shelda Debowski (2008) illustrated that knowledge management mainly building a cooperative culture that enriches the organization's knowledge base. In addition, the organization can use plan to change and resolve problem, and adopt external resources and environments to improve performance. Shelda Debowski (2008) believed that organizational institution and values are often transformed into fixed norms to cope with the changing environment. Increasing market share in the target market could enhance the weight of the execution process. Selecting the right advantage strategy in a competitive market could integrate the development plan, establish a new system, and fulfill the organizational development strategy to promote the future of sustainable management. Liu (2023): Said the enterprise strategy after M&A must focus on expanding the market layout, entering the target market quickly, and developing market scale through core technologies and internet skills. Fang, Tsai, and Tsai (2022) Noted that the external environment is conditions for an enterprise's survival. Precisely utilization of the external environment can provide enterprise resources and create dynamic business opportunities.

Thus, the success of M&A relies on a strong executive team and effective execution factors, and the strategic decision is to broaden the scope and strengthen the enterprise's business territory through M&A. Fang, Tsai, and Tsai (2022) observed that the overall environment is complex, presenting both opportunities and threats, more professional strategic analysis when making are needed decision.

Porter pointed out that an enterprise can enhance its competitiveness through the improvement in the execution of all valued activities and cost reduction and emphasized management that cross integration of processes and function of the management of the core enterprise is very important for management efficiency.

CASE STUDY - MERGER CASE OF JABIL CIRCUIT AND GPG

Jabil Circuit, Inc.

Jabil Circuit, Inc. was founded in 1966 as an American investment enterprise in Taiwan, number of employees around 100,000 people worldwide. The company was headquartered in Florida, USA, and had branches in 21 countries across the globe. Its primary business offerings included computer peripherals, digital printers, office machines, data transmission, automation equipment, and consumer products. Each branch provided design, research and development, production assembly, system technology, and end user distribution services to customers around the world. Highly automated production lines were established in the Americas, Asia, and Europe, possessed strong capital and advanced technical expertise, placing the company in a leading position globally in terms of quality and service.

Jabil Group established several research and development units in Taiwan, the Americas, Europe, and Shanghai, China. It actively invested in technology research and development for products like digital home printers, office machines, and household appliances. With revenues of USD 16.5 billion in fiscal year 2011, it is currently the third largest electronic manufacturing service (EMS) provider in the world and ranks 182nd on the Fortune.

GPG

GPG is a leading manufacturer of communication and optoelectronic components in Taiwan's mobile phone shell industry and is recognized as one of the most trusted suppliers for the world's top mobile phone manufacturers.

TAIWAN GREEN POINT EN-TERPRISES CO., LTD. (GPG) was founded in 1981, publicly issued its stock in 1998, and was officially listed on April 26, 2002. GPG was a leading original equipment manufacturer (OEM) and original design manufacturer (ODM), providing production services for some of the world's largest factories and accounting for about 15% of the global market. In recent years, it has shifted focus toward the automotive industry and established a joint venture with a well-known German automobile company.

Additionally, it is also directed toward the communication industry. Its business strategy aims to achieve a competitive advantage by serving customers closely in the market and utilizing dedicated research centers. With the future goal of capturing 20% of the global market share, GPG is enhancing management and vertically integrating production processes along with the business organization team. This is accompanied by rapid growth and expansion that surpasses expectations, aligning with the trend of becoming a global leader in communications and optoelectronics professional OEMs while following a new machine research and development strategy. Design performance progress is on schedule. Currently, a mold design center has been established in the Sanzhong District of New Taipei City, Taiwan, which Jabil Circuit acquired in November 2006.

M&A Reasons

In June 2005, Jabil established a branch in Taiwan, merging with the radio communications company Kaixuan Technology to create the Taiwan Jabil Corporation with a capital of NTD 150 million. This merger integrated the resources of GPS and Bluetooth antennas that Kaixuan had previously developed. In November 2006, Taiwan Jabil acquired GPG for NTD 30 billion. Jabil designs and manufactures components related to radio communication and LCD TVs. GPG's main products are the professional design and OEM of mobile phone shells for the world's largest factories, making it a leading OEM. At the time of the merger, the total number of employees was about 25,000.

To enhance the competitiveness and strength of consumer electronics OEMs, Taiwan Jabil acquired GPG to gain mobile phone shell design technology and allocate additional resources to assist in customer development. GPG had contracts with Motorola and Sony Ericsson, while Jabil served Nokia as a client.

Jabil Circuit was a publicly traded company on the New York Stock Exchange, with Nokia as its primary customer; however, the company lacked the capability to manufacture mobile phone shells. After assessing customer needs and the industry's vertical integration of complementary services, GPG believed that Jabil Circuit was the most suitable company for collaboration. Considering the input from the internal management team, it actively sought opportunities to partner with Jabil Circuit.

M&A Process

The primary business focuses of GPG include injection molding machines for mobile phone communication components, mobile components, and charger components. GPG was once a well-known manufacturer of mobile phone shells. In October 2005, Ming Shan Li, a director at GPG, visited Jabil Headquarters in Florida, USA, to meet with Scott Brown (head of investment affairs), Donald Myers (head of investment and M&A), and Mike Ward (head of Nokia business). In mid-October 2005, Jabil brought relevant technical personnel to visit GPG in Tianjin and Taiwan, where the two sides established a communication channel.

Organization Management Team

After that, Jabil visited GPG around the world multiple times to understand GPG's technical capabilities. They proposed collaborating with GPG to organize management teams and negotiate mergers and acquisitions, but there were no results. In June 2006, Jabil once again suggested a partnership with GPG. The following month, during the company strategy meeting, Director Huai-Hai Chiang conveyed Jabil's investment intentions to Yu-Jhou Li. Chairman of the Board of Directors, Independent Directors Jheng-Cing Ho and Ming-Jhih Hu, and Senior Executives Tai-Yuan Chen, Cong-Long Li, and Cin-Dong Lin. Consequently, GPG established an independent management team to discuss the collaboration with Jabil. On August 26, 2006, Mike Ward of Jabil Circuit notified Huai-Hai Chiang via email that Jabil Circuit's executive team intended to proceed with the transaction involving GPG. Additionally, Donald Myers

emailed Jabil Circuit's intention to acquire the outstanding shares of GPG at 100% of the market price. The total acquisition amount was approximately USD 625 million to 700 million. No acquisition with a third party was permitted during the exclusivity period until August 31, 2006.

Signing Of M & A Terms

On August 30, 2006, GPG Company board of Directors ends, Huai-Hai Chiang replied to Jabil Circuit in an email titled "Taiwan Green Point (TGP)" from Lee & Li Attorneys-at-Law, and expressed Green Dot's willingness to set a premium rate between 20% and 30% during the exclusivity period before October 31, 2006, granted Jabil Circuit a two-week on-site inspection period of American company Jabil, and continued discussions regarding the next steps for cooperation. On September 3, 2006, Jabil Corporation from the United States responded to Huai-Hai Chiang with an email titled "Indication of Interest for Taiwan GPG," proposing a premium rate for the acquisition based on the closing price of GPG's shares at NTD 79.9 on August 24, 2006, as amended on August 30, 2006, and delivered a letter of intent to GPG. On September 6, GPG convened a board meeting to approve the terms of the agreement with Jabil Circuit in accordance with matters discussed and amendments made since August 25, 2006. Jabil Circuit conducted a twoweek onsite due to diligence under a

nonbinding letter of intent signed by both parties, provided them to negotiate the final M&A contract, while GPG agreed not to discuss it with other third parties.

On September 11, 2006, Jabil Circuit proposed contract terms similar to those adopted by GPG to the Board of Directors of GPG, stating that it would acquire the outstanding shares and convertible bonds of GPG at a price of NTD 79.9. This price was based on GPG's closing price on August 24, 2006, with a premium rate of 18% to 38% per share. Additionally, GPG allowed Jabil Circuit to conduct a site check and verify for two weeks after signing the letter of intent.

Signing Of Confidentiality Clause

Following the signing of a confidentiality agreement between the two companies on September 29, 2006, Jabil Circuit leased a conference room at the International Conference Center of GPG in Taichung Industrial Zone, Taiwan, for a four-week on-site inspection starting October 2, 2006. Upon completion, Jabil Circuit acted after Nadeem Jeddy notified them in an email on October 3, 2006, that the transaction was structured as a public offer in the market. On November 6, 2007, Yu-Jhou Li, Chairman of the Board of Directors of GPG, along with the relevant unit directors, Siou-Jyun Wang and Ming-Jhih Hu, representatives of Proson Group in the United States, and Jiao Fan, attorney from Lee

& Li Attorneys-at-Law, visited Holland & Knight Law Firm in San Francisco to discuss the price of GPG stock purchased by Jabil Circuit and the details of the M&A agreement with Donald Myers and others from Jabil Circuit. Consequently, on November 8, 2006, GPG Chairman Yu-Jhou Li, General Manager Huai-Hai Chiang, and Deputy General Manager Gong-Ying Yen reached an agreement with Jabil Circuit to sell all shares held by the three executives at the price of NTD 109 per share, enabling Jabil Circuit to continue acquiring shares in the open market. Taiwan Jabil and GPG were to sign the M&A agreement, after which Taiwan Jabil would be the surviving company, while GPG would be dissolved.

Announcing The M&A

At 2:00 PM on November 16, 2006, the Board of Directors of Taiwan Jabil approved the company's plan to publicly acquire the shares of GPG, in accordance with relevant provisions of Company Law and the Enterprises Mergers and Acquisitions Act, through a merger. Jabil Circuit Cayman L.P., the Taiwanese subsidiary of Jabil Circuit Inc., announced the merger of GPG, which is the dissolved company, with Taiwan Jabil as the surviving entity. Additionally, the shares of GPG were acquired through a public offer. From November 24, 2006, to January 12, 2007, a public offer of NTD 109 per share in cash was planned to acquire up to 100% of the equity stock.

On November 22, 2006, the GPG board meeting took place, and a merger and acquisition agreement was signed with Taiwan Jabil. Following this, Taiwan Jabil became the surviving company while GPG was dissolved, with a cash merger price of NTD 109 per share. A press conference was conducted at the Taiwan Stock Exchange on the same day to announce the merger, and the news was released at 4:14 PM on the Public Information Observatory. The Board of Directors of GPG convened a meeting at 8:45 AM on November 23, 2006, to approve the company's notice that Taiwan Jabil intended to publicly acquire the common shares of GPG at NTD 109 per share, which the Public Information Observatory reported on the morning of November 23, 2006.

Conclusion

Organizational development involves enterprise management fully absorbs resources, integrates and operates capabilities. More further when formulating business strategies enterprises must focus on developing local markets and quickly entering target markets, and create new organization types. Fong and Lou (2007): Said that profitability after M&A should be improved effectively, primarily due to the growth of sales volume and the reduction of costs. Jabil selected the target company (GPG) to enhance the development of customer sources, which constituted a horizontal strategy. Fang, Tsai, and Tsai (2022)

Said strategy encompasses include specific planning, competitive tactics, cumulative behavior patterns, and alignment with the environment and positioning. Henry Mintzberg, Joseph Lampel, James Brian Quinn, and Sumantra (2013): Said strategy evaluation is the appraisal of plans and the results of plans that centrally concern or affect the basic mission of an enterprise. By integrating relevant resources, enterprises can leverage their capital to acquire competitor assets through mergers or acquisitions, effectively enhancing their business model and increasing market share and competitive advantage in the current product market.

Liu (2022): Explained that, by acquiring the resources of other enterprises accumulate more strength to generate creative industries around the core values of society and to gain the trust of consumers to increase market share, achieve sales performance, and create leading brands. Fang, Tsai, and Tsai (2022) Noted that horizontal integration can enable enterprises to achieve costeffective economies of scale. They also stated that it allows for rapid expansion of production capacity while keep costs down to capture more market share and orders. This includes reducing expenses and boosting brand value and sustainability, decreasing competition within the industry through heightened differentiation, and improving premium capabilities through transactions with suppliers, which could represent a successful strategy for enterprise organizational development business models, solidifying the foundation and sustainable operations of businesses.

Henry Mintzberg, Joseph Lampel, James Brian Quinn, and Sumantra (2013): explained effective implementation can make a sound strategic decision ineffective or a debatable choice successful, it is as important to examine the processes of implementation as to weigh the advantages of available strategic alternatives.

Date	Event	Note
2005.10	The first contact between GPG and Jabil, which had the inten- tion to cooperate but did not succeed in cooperation	
2006.6	Jabil proposed cooperation again	

Table 1. Timeline

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2006.7.27	In the pre-meeting of the GPG strategy meeting, a director mentioned the preceding coop- eration	
2006.8.25	Jabil mentioned the merger in an e-mail but did not offer a detailed agreement	The content was: The transaction may be adopted as a one-stage merger after internal discussions instead of the previously discussed three-stage approach. An email indi- cated that Jabil planned to acquire 100% of GPG's shares in cash, with a total acquisition price ranging from USD 625 million to USD 700 million
2006.8.26	GPG responded to Jabil for further discussion regarding the internal management meet- ing agenda term)	
2006.8.28	GPG held a board meeting and informed its board members that Jabil was interested in ac- quiring GPG	There were no opinions on the merger and acquisition, only differ- ing opinions on the merger price
2006.9.3	Jabil responded to GPG with a deal proposal price	A copy of the Letter of Intent to GPG to calculate the premium rate of the acquisition price based on the closing price of GPG's stock on Au- gust 24, 2006, i.e., NTD 79.9 per share
2006.9.6	GPG Board approved the merger with Jabil	The resolution approved Jabil to ac- quire the company's equity entirely in cash, with Jabil emerging as the surviving entity after the merger and GPG being dissolved. The acquisition price would be NTD 79.9
2006.9.11	Jabil proposed a non-binding	At the closing price of NTD 79.9 per

	letter of intent largely follow- ing the framework established by GPG's Board of Directors	share on August 24, 2006, Jabil would acquire GPG's outstanding shares and convertible bonds at a premium of 18% to 38% per share
2006.9.13	Jabil signed a contract with Citibank to handle its M&A of GPG	
2006.9.29	A confidentiality agreement was signed in San Francisco by the two parties	
2006.10.2	Jabil came to Taiwan for a four-week on-site inspection	
2006.11.3	Upon completion of the on-site inspection, GPG was informed by e-mail that the transaction was structured as a public offer	
2006.11.6	The two parties agreed on the content of the merger in San Francisco	
2006.11.8	The two parties entered into an agreement regarding the M&A in San Francisco	
2006.11.16	Jabil held a board meeting	
2006.11.22	GPG held a board meeting and approved the signing of the M&A agreement with Taiwan Jabil. The Taiwan Stock Exchange held a press conference to an- nounce the M&A, announcing this important news on the Open Information Observatory	With Jabil as the surviving company and GPG as the dissolved company, the cash merger price was NTD 109 per share after consulting experts' opinions

2006.11.23	The Board of Directors of
	GPG announced this important
	news via the Public Informa-
	tion Observatory, through a
	notice from Taiwan Jabil,
	which intended to publicly
	purchase the company's com-
	mon shares at
	NTD 109 per share

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