

许方 大中国区IT战略咨询总监 2011年1月23日,中国 北京

收购兼并中IT整合的风险与规避



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通常我们将收购兼并过程的五个核心阶段



Strategy Development & Transaction Support

Analysis of the target company to assess strategic and value implications from the deal in order to obtain board approval

Deal Announced

Potential deal made public and expected to be completed after receipt of required shareholder and regulatory approvals

Integration Planning

Development of integration blueprint and plans to ensure transition readiness to deliver strategic rationale

Deal Completed

Point of transfer of ownership from previous to new shareholders

Transition

Completion of operational transition from previous to new owners. Assuming full control over decision making and operations. Managing handover into business as usual operations. Defining longer-term integration and transformation projects

Transition Completed

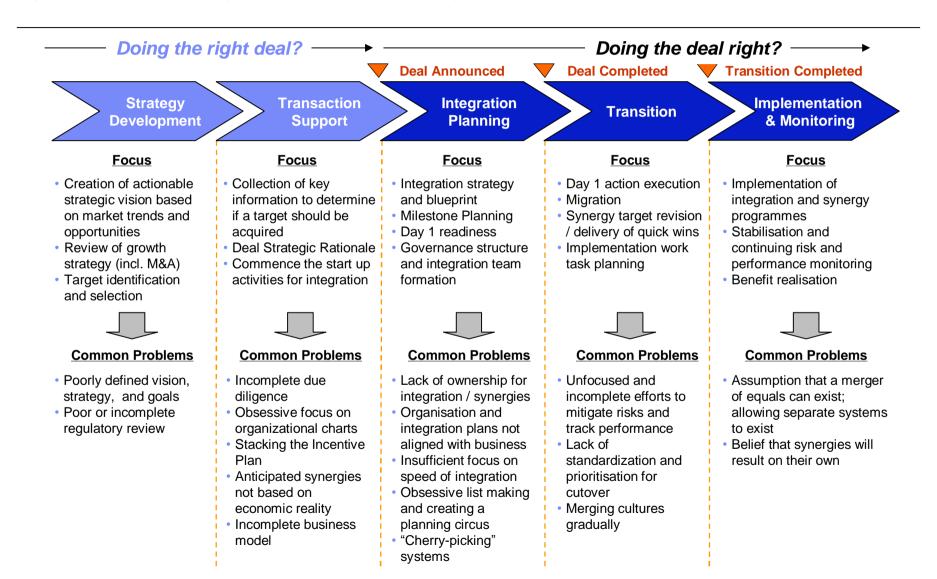
Point of operational transition into business as usual mode of operations

Implementation & Monitoring

Execution of longer term projects resulting from the deal, e.g. functional integration, technology transformation, creation of new operating model, delivery of medium and longer term synergy projects. On-going monitoring and control to ensure objectives of the deal have been achieved

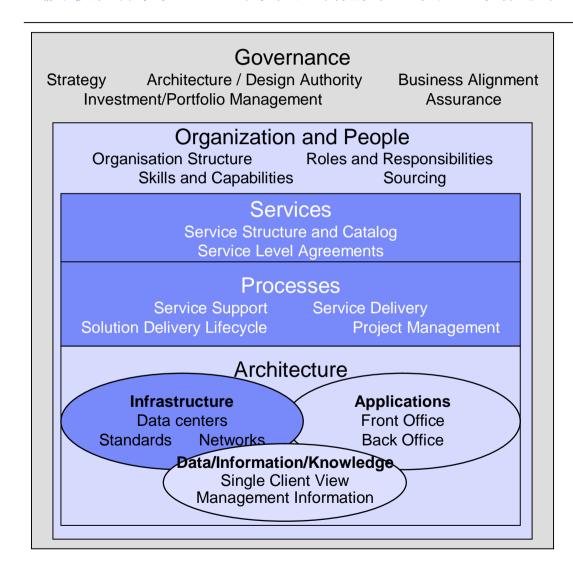


每个阶段的关键内容和面临的挑战也各不相同





另一方面,从内容的角度,IT需要处理五大方面的内容,而收购和被收购方在这五方面的能力差异,决定了IT整合的关键点和方法



Examples of integration activities:

§ Governance

 Alignment of processes for agreeing IT investment priorities

§ Organization and People

- Decentralized vs. Shared Services structures
- Rationalizing duplicated functions

§ Services

 Implementing consistent definitions of services and Service Levels

§ Processes

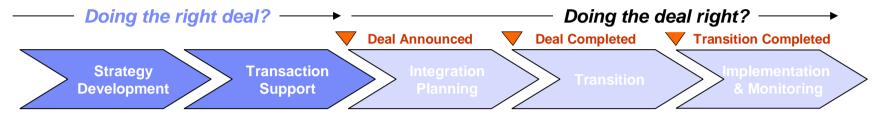
 Rationalizing service support processes and underpinning tools

§ Architecture

- § Identifying the applications that support the new business model,
- §Identifying synergy in applications
- § Merge data centers, IT premises and infrastructure
- §Create integrated financial, regulatory and statutory reporting

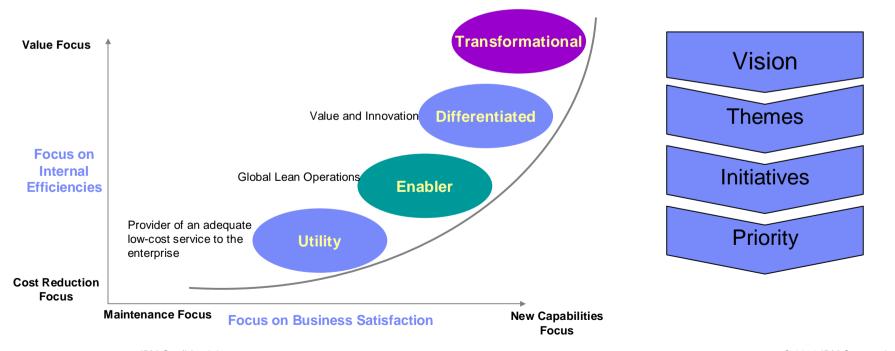


在策略制定阶段,最大的挑战在于如何制定清晰的IT愿景并聚焦业务价值



Common Problems

- Poorly defined vision, strategy, and goals
- Poor or incomplete regulatory review



Sample: 主要目标国家和地区IT监管特点和监管环境成熟度

	IT监管特点描述			IT监管环境成熟度			
香港	行政监管和银行自律相结合,主要依据《监管政策手册》确保银行执行最低 的监管标准,同时为银行实现最佳经营提供建议。						
新加坡	以管制、监督 注风险性监管	监管方向	研究内容				
日本	金融厅主要依 对银行IT系统	IT组织和管控模式	§ 监管机构对银行IT组织和IT管控模式的要求 § 对有IT关键岗位设置及其人员任职资格的要求				
韩国	金融监督委员						
越南	越南银行业发管,目前没有-	客户信息和数据安全	§ 监管机构对客户的获取、存储和使用的相关要求 § 对客户信息和交易信息是否允许保存地点、保存期限和其他安全方面的要求				
阿联酋	先设立代表处	电子银行和网络银行	§监管是否允许银行进行网络(电子)交易? §对数字签名、网络(电子)银行登陆方式等方面的要求				
 美国	美国对银行的 法规和指南对		§是否允许影像文件作为业务处理的合法依据?				
英国	法律监管和金银行提出十分	数据传输和网络连接	§ 对银行网络连接方式是否有特殊要求 § 对银行数据传输的加密方式是否有特殊要求				
南非	行政直接监管 行主要由南非	风险监控和管理	§ 对银行防欺诈和	反洗钱的要求			
德国	采取"四位一位 体,德意志联	IT外包服务	§ 是否允许银行对IT进行外包? § 对银行外包IT服务有什么的要求?				
	_	IT审计	§是否定期对银行: §对银行IT审计有何				

资料来源:各个国家和地区相关法律法规,IBM总结分析

IT整合既可能成为业务并购整合中实现更大价值创造的关键点,也可能成为整个并购整合中的要害,因此,对于IT整合,通过一个完整、结构化的业务方法来对IT运营、应用系统、基础设施、IT组织进行全面评估是增加效益和降低风险的关键



- Lack of ownership for integration / synergies
- Organisation and integration plans not aligned with business
- Insufficient focus on speed of integration
- Obsessive list making and creating a planning circus
- "Cherry-picking" systems

IBM 对IT整合的主要观点

- § IT需要清晰了解管理层对于整合后企业的愿景和目标
- **§ IT**整合项目,尤其是应用整合,需要以业务需求来进行驱动
- § 对于各业务领域未来应用的选择,需要从成本、现金流、业务价值、资源约束等方面进行一个全面的评估和考量
- § 应用整合需要考虑以下核心要素—单次成本与重复成本、人工成本与可获得性、应用与基础设施之间的相互关系
- § 需要针对应用整合对IT架构的各方面(IT组织、基础设施、信息等)都需要进行评估和分析

IT 整合的重要考虑因素

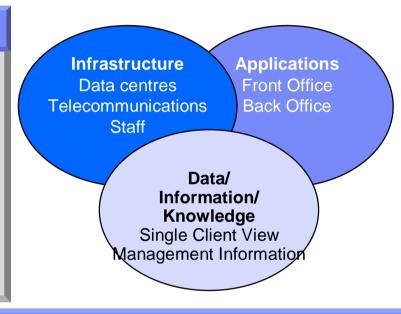
- § 为企业建立其符合战略发展的企业架构(enterprise architecture (EA))能够促进IT整合 流程
 - 能够为整合团队提供能够将业务战略与IT 解决方案有效衔接的模板
- § 对IT资产管理进行全面的优化是关键
 - 并购后的数据中心整合在IT相关支出方面 能够产生巨大的节省
 - 外包选择需要被重新审视
- § 应用整合能为企业并购后带来更多的整合效益 机会
 - 供应商整合、合同谈判、支持团队整合(如帮助台、开发团队等)



虽然IT整合能够带来非常多的机会与价值,但是其难度和复杂性也远比通常想象的要高

Infrastructure Technical Architecture

- Merge data centres and IT premises, save hardware costs, lease commitments, maintenance, software license and service contracts (e.g. DR), outsourcing
- § Rationalise telecommunication networks
- § Remove multiple hardware platforms
- Rationalise call centres and service centres - create shared service centres



Applications

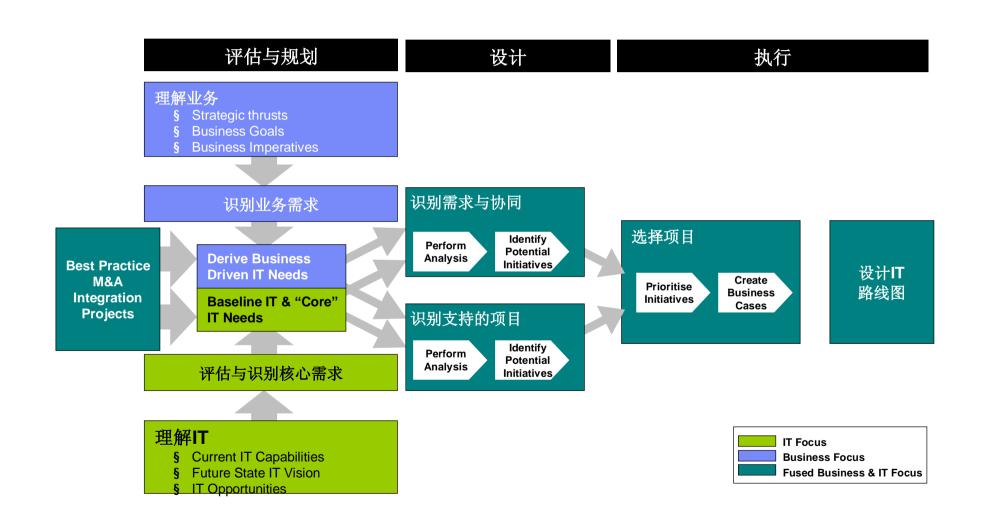
- Remove proprietary application software
- § Portfolio review
- Choose applications that: support the new business model, Look for synergy in applications, e.g.
 - Front office:- retail, corporate
 - Back Office:-HR, financials, Credit risk
 - CRM, etc.

Data/Information, Knowledge Data Architecture

- § Obtain single client view
- § Obtain consistent management information
- § Create integrated financial, regulatory and statutory reporting
- § Creation of common Customer Information system (CIS) so that you can get a consistent client view
- § Enabling the delivery of real time information for customer and on customers to all touch points in the organization
- Mining client information to enable cross selling and targeting marketing to customers
- Using corporate data to enable the creation of predictive models

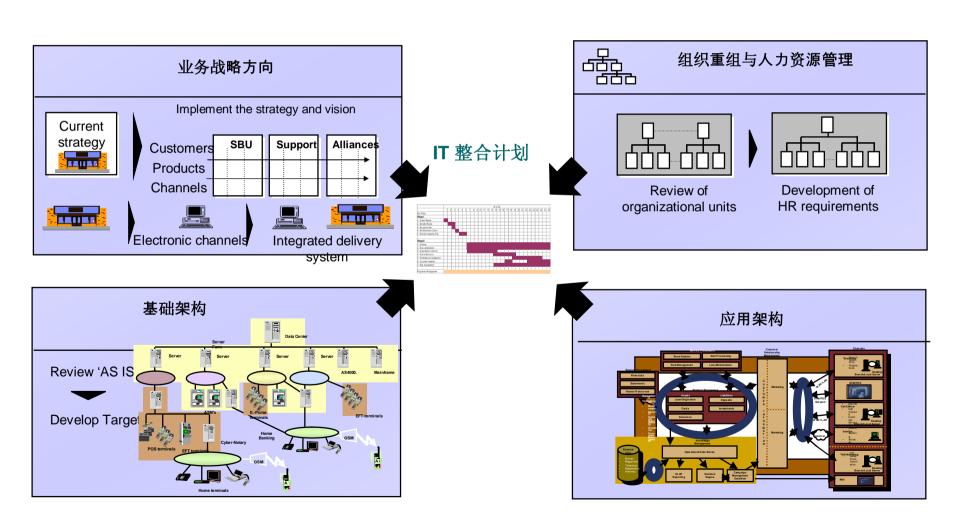


IBM的IT整合方法论不仅聚焦在促进各业务组合的战略一致性,同时提供具备可实施的细化IT执行计划

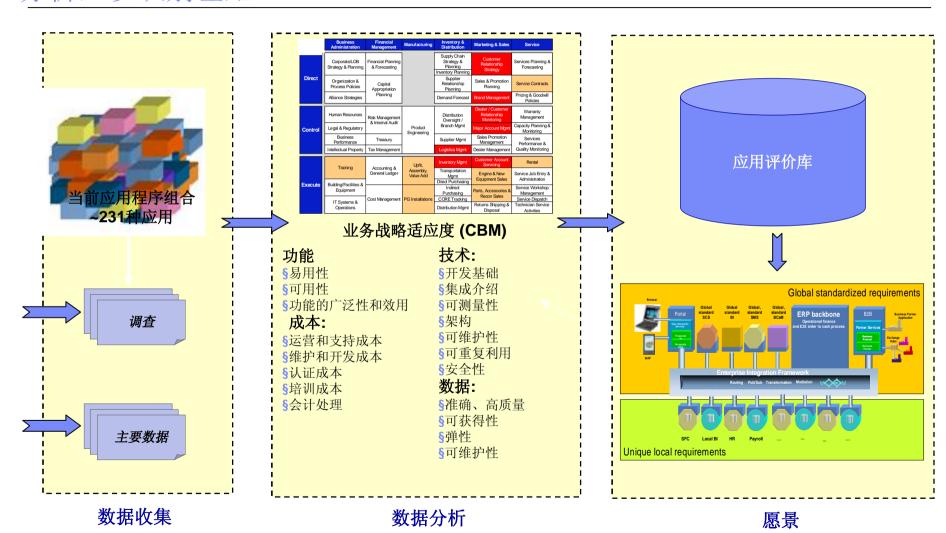




IT整合计划需要支持未来的业务模型,同时将IT基础架构与IT组织纳入进行统一考虑与设计



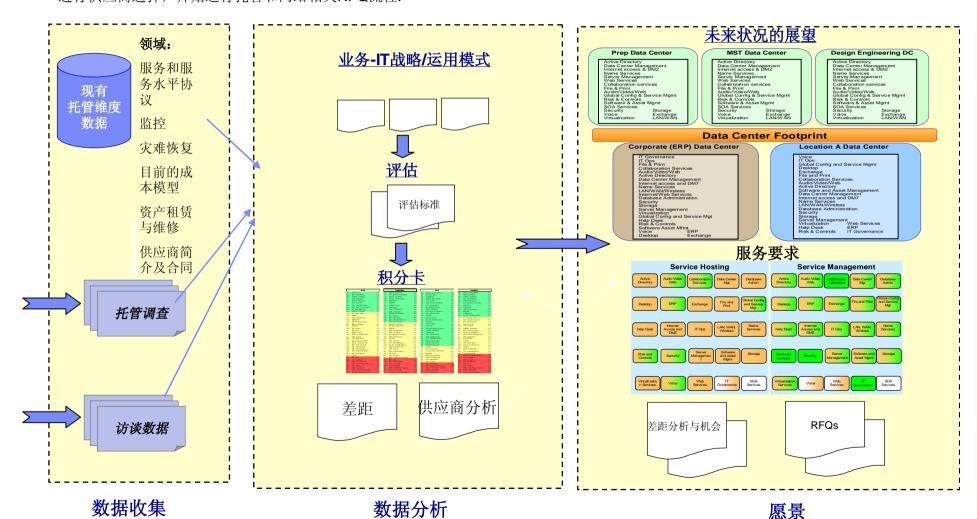
对于应用系统,将从五个维度对现状进行了解,并于未来需求进行对比分析,以识别差距



并识别运行托管、网络服务需求...

运行托管和网络服务评价过程概览

适用于收购方业务/IT战略/运营模式和新应用要求评估所有运行托管和网络维度。开发运行托管和网络维度未来需求。进行供应商选择,开始运行托管和网络相关RFQ流程.



并针对终端客户支持、运行托管服务、应用和网络服务各领域分别进 行相应的情景分析,以确定最优方案

JT战略情景 #1 - 长期成本最低化(以系统结果和标准为依据)



Option #1
Global Applications,
Std. Infrastructure
ITIL Based Operations

原则和策略:

- Ø 应用 全球应用vs.本地或产品线应用
- Ø 托管 标准化vs.工作负荷混合优化
- Ø 网络 本地化或区域化运营vs.全球运营
- Ø 最终用户支持 分流程独立支持中心vs.标准支持流程



IT战略情景#2 - 快速退出过渡服务协议

原则和策略:

- Ø 应用 短期的策略性解决方案,例如对重绑应用的复用加速退出vs.建立与IT 路线图一致的解决方案
- Ø 托管 更快的克隆原有的托管架构和运作支撑迁移工作的复杂性将增加运用成本,以及实施IT路线图的时间。
- Ø 网络 短期的解决方案可能包含全球运营的能力或提出可靠性保证的风险
- Ø 最终用户 运用原有支撑流程vx.投资长期的新标准流程以及全球支持中心和

Tactical Fast Exit Solutions

Option # 2

T战略情景#3 - 优先考虑协同效应实现

Option #3

IT Roadmap Projects prioritized by synergy benefits realization

原则和策略:

- Ø 应用 高度聚焦在以协同效应为基础的项目优先权排序上vs.平衡长期战略计划以最小化重复工作和顺序中断
- Ø 托管 建立协同能力可能会产生额外投资,这些投资无法使标准化的好处最大化
- Ø 网络 建立独特的网路能力以支撑协同工程,并产生重复工程和对实施全球标准 网络能力和运营的延迟
- **Ø** 最终用户支持 独立的用户支持应用和业务流程可能成为必需vs.实施标准应用和流程以加强效力



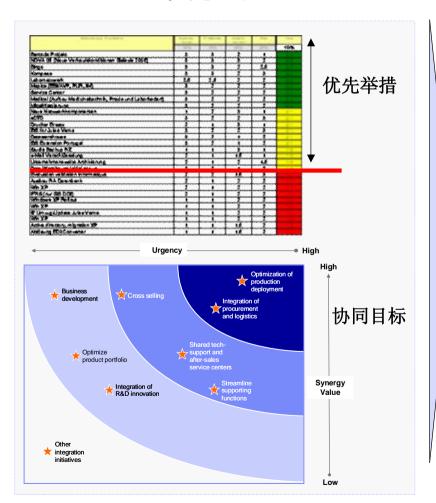
通过与收购方的战略方向一致的选择标准和权重设定,来对相应的情景方案进行评估

	权重
<u>业务驱动因素</u>	40 %
加快与战略性业务的受益和结合,保持业务的最大连续性	
技术驱动因素	25 %
关于技术解决方案、案例数量、保留系统的能力的稳定性、地域性难题、IT支撑等的复杂性	
<u>资源驱动因素</u>	20 %
业务使用者和技术资源的可获得性,以引导和支持取得的成果	
<u>变革驱动因素</u> →	15 %
在相对较短时期内,对大规模业务有消极影响的事件,例如对某一地区进行的培训,个地区包含多个国家,使用多种语言。	这

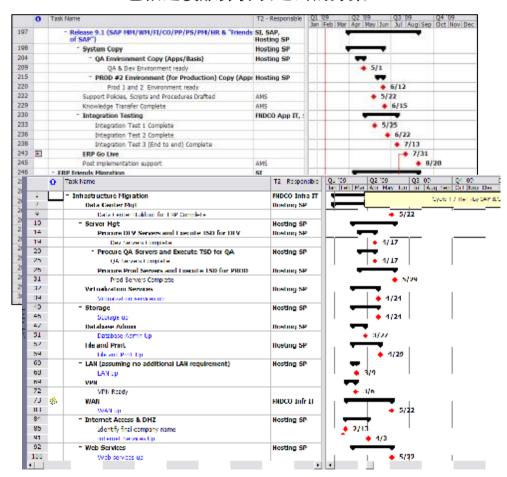


根据规划设计,最后制定出一个可执行的IT战略路径图,需要考虑项目优先级和依赖关系

优先组合

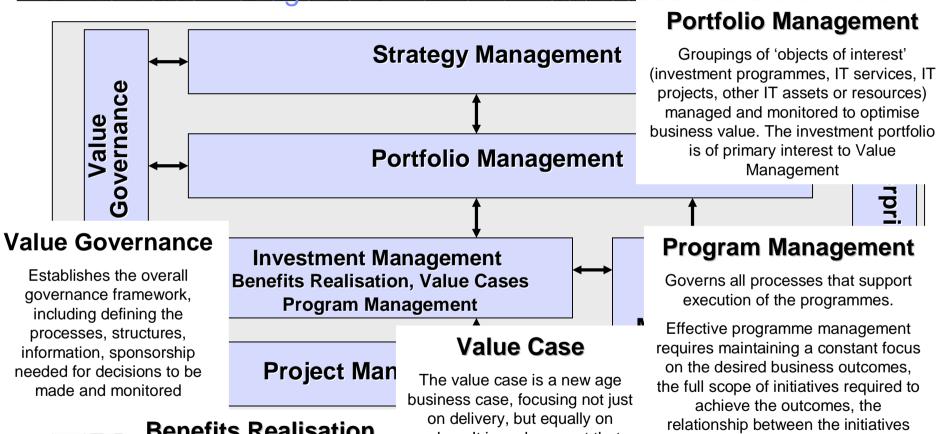


战略技术路线图 包括过渡服务协议退出的方案





IBM's Value Management Framework addresses that disconnect



Benefits Realisation

 \Box

Source: Ad Source: De The set of tasks required to actively manage the realisation of programme benefits (understanding how benefits will be derived, establishing accountability and measurement)

value. It is a document that reflects the current and complete understanding of the scope, change, schedule and business value of the investment

GI ZUU0

and how they individually and collectively contribute to the outcomes.

同时需要对核心的项目进行业务案例(Business Case)分析

综合业务案例 (应用于所有项目)

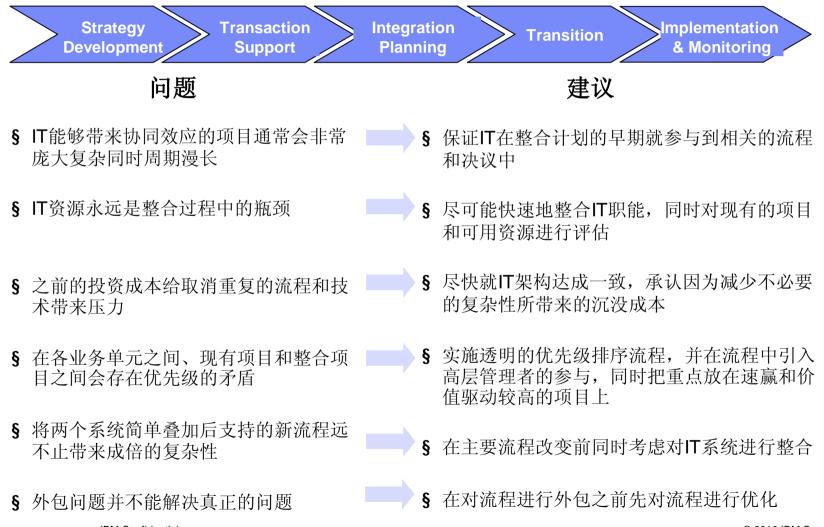
Initiative	Description	Cost (millions)*	Benefit due to Cost Reduction (millions)	Benefit (Revenue contribution to profit)	Total Estimated Benefit (Annualized Profit in millions)**	Payback period (months)***
Channel Management						
01A	Develop a Dealer Relationship Management (DRM) strategy and tools (Strategy/Processes)		0.200	-	0.200	225
02A	Ensure Dealer process are capable as they grow (Consultative Role)	1.00	0.350	-	0.350	52
03A	Standard Interface to DMS Systems	1.75	0.250	-	0.250	126
03C	Central Management of Multiple Dealer Locations (DIr N&A)	1.00	0.175	-	0.175	103
Total Channel		6.25	0.975	-	0.975	116
Integrated Truck	& Engine Engineering					
01_R	Integrated Requirements and Product Data Management	3.75	5.000	5.00	10.000	7
02_R	Unified Change Management Process	1.00	7.500	-	7.500	3
03_R	Engineering Resource Management	1.00	-	5.000	5.000	4
05_R	Supplier and Customer Collaboration	1.00	5.000		5.000	4
06_R	Design and Simulation Enablers	3.75	5.000		5.000	14
09_R	Marketing, Portfolio, Pipeline Planning, Product Planning	1.00	5.000		5.000	4
Total T&EE		11.50	27.50	10.00	37.50	6
Manufacturing, P	urchasing and Inbound Supply Chain	nasing and Inbound Supply Chain				
01	Provide sourcing capabilities for an extended Global Supply Chain	3.75	10.000		10.000	7
02A	Central Repository of Supplier Information (PDSS to Peoplesoft)	1.75	0.100		0.100	315
02B	Central Repository of Supplier Information (Supplier Scorecard)	1.00	5.000		5.000	4
04	Process and Systems Scalability	3.75	10.000		10.000	7
05	Integrated Tools for Long Range Planning	1.75	10.000		10.000	4
08	Streamline Global Logistics Management	3.75	10.000		10.000	7
Total MPISC		15.75	45.10	-	45.10	7
Outbound Supply	Chain					
02	Implement Integrated Tools to Improve Long Range Demand Planning	2.00		10.000	10.000	4
03	Develop Approach for Adding New Products, Partners, and Acquisitions	1.25		7.500	7.500	3
Total OBSCM		3.25	-	17.50	17.50	4

^{*} When actual cost numbers were not provided, costs were determined in the following manner: Low=\$1MM, Medium=\$1.75MM, High=\$3.75MM

^{**}When actual benefit numbers were not provided, benefits were determined in the following manner: Low=\$2.5MM, Medium=\$7.5MM, High=\$10MM

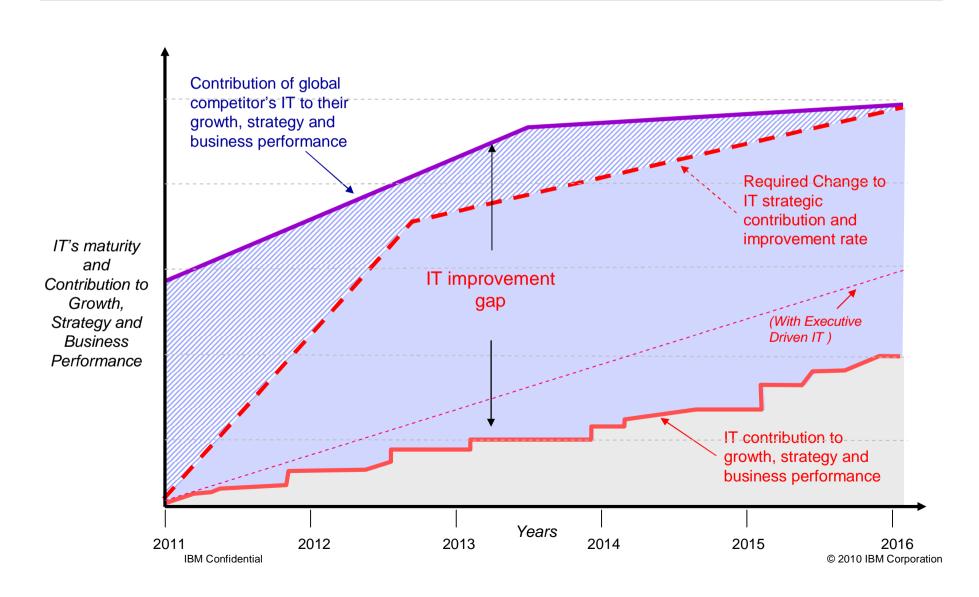
^{***}Payback is equal to costs divided by benefit x 150% (for contingency). Answer is converted to months and rounded up to nearest whole month.

在收购兼并中IT整合的经验教训与启示





在大多数情况下,选择一个具有全面能力的战略合作伙伴,是在既定时间内实现IT整合目标的重要手段





Thank you

























Danish









ありがとうございました Japanese













文化差异

- § Tzu Tchun flavor beef
- § Europe

- § 您的菜齐了
- § 中国长春



