



**BEFORE THE
COMPETITION COMMISSION OF PAKISTAN**

FIRST PHASE REVIEW

**IN THE MATTER OF CONVERSION OF CLASS B CONVERTIBLE PREFERENCE
SHARES OF M/S. PIL PTE. LTD INTO ORDINARY SHARES BY M/S. BLUEJACKET
HOLDINGS PTE. LTD.**

CASE: 1316/Merger-CCP/22

Commission

Ms. Rahat Kaunain Hassan
Chairperson

ML

Mr. Mujtaba Ahmad Lodhi
Member



ORDER

1. On August 19, 2022, Competition Commission of Pakistan (“**Commission**”) received a pre-merger application (“**Application**”) of a proposed conversion under Section 11 of the Competition Act, 2010 (“**Act**”) read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 (“**Merger Regulations**”) whereby M/s. Bluejacket Holdings Pte. Ltd. (“**Bluejacket**” OR “**Acquirer**”) intends to convert its Class B Convertible Preference Shares (“**Class B CPS**”), which do not carry voting rights in M/s. PIL Pte. Ltd (“**Target**”) into ordinary shares, which carry voting rights. All requisite information/documents pertaining to the Application was completed on 27th September, 2022.

2. The Commission has examined the Application as well as all the documents attached therewith and the information provided by the concerned undertaking(s). The Phase I competition assessment of the intended transaction has revealed the following facts:

i. The business activities of the undertakings concerned are:

a. The Acquirer: Acquirer is a private company limited by shares, incorporated in Singapore. The Company's principal activity is to act as a trustee of the Bluejacket Trust (a Purpose Trust).

Acquirer does not carry any other activities or does not control any other company. The entire issued share capital of the Acquirer is legally held by Camelot Trustees Limited (“**Camelot**”) in its capacity as trustee, which is a professional trust company in Singapore and is licensed by the Monetary Authority of Singapore.

b. The Target: Target is a limited liability company incorporated in Singapore. It is an international carrier with presence in China, Southeast Asia, Africa, Middle East, Latin America, Oceania and the Pacific Islands. It offers services including shipping for special cargo, and regional feeder operations.

Target has a subsidiary in Pakistan, i.e. Pacific Delta Shipping Private Limited, which is the Target's designated local agent in Pakistan. It assists the Target in handling the shipments and cargo of customers in Pakistan.

ii. The proposed transaction involves in the conversion of Acquirer's Class B CPS which did not carry any voting rights in the Target into ordinary shares which will carry % voting rights in the Target against the conversion ratio (1 Class B CPS to ordinary shares) as per the arrangement set out in the framework agreement.

iii. The relevant product market in this case is identified as “**Deep-Sea Container Liner Shipping Services**”. The shipping route is Pakistan to Far East Asia and back, hence, the relevant geographic market cannot be restricted to Pakistan.

iv. There are no operational overlaps in the relevant market between the Target and Acquirer. The applicant maintains, post transaction, the market share of the Target for cargo routes, i.e. Far East Asia to Pakistan is % and Pakistan to Far East Asia is %, and these will remain the same in the relevant market.

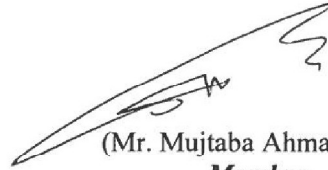
3. The proposed transaction does not meet the presumption of dominance as determined under Section 2(1)(e) read with Section 3 of the Act. Hence, it is hereby authorized under Section 31(1)(d)(i) of the Act.



4. In the subject transaction, matters which may fall outside the scope of the Commission's purview shall be handled in accordance with the applicable laws.

5. It is so ordered.


(Ms. Rahat Kaunain Hassan)
Chairperson


(Mr. Mujtaba Ahmad Lodhi)
Member



Islamabad the October 7th, 2022.