



BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

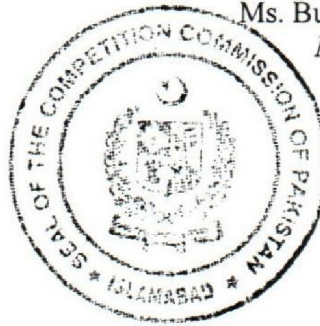
IN THE MATTER OF MERGER OF M/S. DIN CLOUD INC WITH AND INTO M/S.
AXISPOINT TECHNOLOGY SOLUTIONS GROUP INC

CASE: 1206/Merger-CCP/21

Commission

Ms. Shaista Bano
Member

Ms. Bushra Naz Malik
Member



ORDER

1. On 14th July, 2021 the Competition Commission of Pakistan ("**Commission**") received a pre-merger application ("**Application**") of a proposed acquisition pursuant to Section 11 of the Competition Act, 2010 ("**Act**") read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 ("**Merger Regulations**") from M/s. Axispoint Technology Solutions Group Inc ("**Axispoint**" or "**Merger Party 1**") whereby it intends to merge M/s. Din Cloud Inc ("**Din Cloud**" or "**Merger Party 2**") with and into Merger Party 1 via a subsidiary ("**Merger Sub**") created by Merger Party 1 for the purpose of this merger in accordance with the Merger Agreement ("**Agreement**").
2. The Commission has examined the Application as well as all the documents attached therewith, the market scenario, and made its observations on the basis of an independent research/investigation in the relevant market. The Phase I competition assessment of the intended transaction has resulted in the following findings:
 - i. The business activities of the undertakings concerned are:
 - a. For the Merger Party 1: full-service technology outsourcing and technology solutions as a service to customers in a variety of industries located primarily in Northeastern America.
 - b. For the Merger Party 2: "desktop-as-a-service" services to clients in North America.
 - ii. Pursuant to the Application, the transaction under consideration is a sale of ___% shares of the Merger Party 2 to Merger Party 1 via Merger Sub. As per the Share Purchase Agreement, the consideration amount is estimated to be USD (Approx. PKR _____ as of July 28, 2021) subject to a customary price adjustment set out in the Agreement.
 - iii. The relevant market, in this case, has been identified as "**Technology Solutions-IT Services**" and the geographic market is "**Pakistan**".
 - iv. There are no overlaps as Acquirer provides its customers end-user and enterprise-level support whereas Target provides desktop and related server infrastructure to its customers.
 - v. Currently, the market share of the Target in the relevant market is nil. Post-transaction market share of the Acquirer in the relevant market will remain the same.
3. In conclusion, the proposed transaction does not meet the presumption of dominance as determined under Section (2) (1) (e). The proposed transaction is hereby authorized under Section 31 (1) (d) (i) of the Act.
4. It is so ordered.

(Ms. Shaista Bano)
Member

(Ms. Bushra Naz Malik)
Member

Islamabad the August 9th, 2021.

