

**BEFORE THE
COMPETITION COMMISSION OF PAKISTAN**

**IN THE MATTER OF
FIRST PHASE REVIEW**

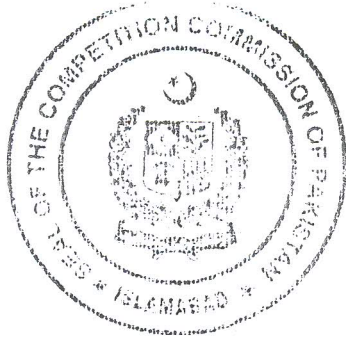
**ACQUISITION OF SHARES OF ASIA CARE HEALTH AND
LIFE INSURANCE COMPANY LIMITED BY TPL TRAKKER
LIMITED**

CASE: 798/Merger-CCP/16

Commission

Mr. Shahzad Ansar
Member

HA



Mr. Ikram Ul Haque Qureshi
Member

IH

ORDER

I Background

- 1 On 18th March 2016, TPL Trakker Limited ("TPL") (the "Acquirer"), submitted a pre-merger application (the "application") to the Commission, for the intended acquisition of [redacted] shares of Asia Care Health & Life Insurance Company Limited ("Asia Care") (the "Target") by TPL Trakker Limited, along with the applicable processing fee and necessary information in accordance with the Competition (Merger Control) Regulations 2007 (the "Merger Regulations").

II Merger Parties

2 Acquirer

TPL was incorporated as a public limited company in 2009. The principal activity of the company is installation and sale of tracking devices, vehicle tracking and fleet management.

- 3 Total assets of TPL as on 30th June 2015 were PKR [redacted] its turnover remained at PKR [redacted] for the above mentioned period.

III Target

- 4 Asia Care was incorporated in 2008 under the Companies Ordinance, 1984 as a public limited company. The company is engaged in life insurance business.

- 5 Total assets of Asia Care as on 31st December 2015 were PKR [redacted] its turnover for the above mentioned period remained at PKR [redacted]

IV Transaction

- 6 In the proposed transaction TPL intends to acquire [redacted] of the paid up share capital of Asia Care. The consideration of the transaction is estimated to be PKR [redacted]

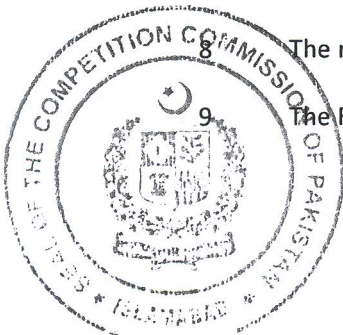
- 7 The transaction meets the notification thresholds prescribed in Regulation 4(2) (a) (b) (c) & (d) of the Merger Regulations, by having acquirer's assets valuing more than PKR 300 million and combined assets being more than PKR 1 billion and turnover of acquirer more than PKR 500 million and combined turnover being more than PKR 1 billion. The transaction value also exceeds PKR 100 million and percentage of share to be acquired exceeds 10% of the total shareholding of the target.

V Relevant Market:

8 The relevant product market in this case is "Life and Health Insurance".

9 The Relevant Geographic market is Pakistan.

HA JH



10 Findings of the Phase I investigation on the competition assessment


11 The competition assessment in Phase I has resulted in the following finding:

- The proposed transaction involves acquisition of _____ shares of The Target by the Acquirer. In the relevant product market the Target i.e. Asia Care has a market share of _____ while the Acquirer is not a participant of the relevant product market and has nil market share. Post- merger the market share in the relevant product market will remain the same. The proposed transaction involves a conglomerate. The relevant market is fairly competitive with a number of market players. The transaction is not likely to result in creation or strengthening of dominant position in the relevant market. The intended merger does not meet the presumption of dominance as determined under Section (2) (1) (e) read with Section 3 of the Competition Act 2010 ("the Act").

VII Conclusion

12 In conclusion, there is no evidence that suggests a substantial lessening of competition by creating or strengthening of dominant position in the relevant market. The proposed transaction is hereby authorized under Section 31(1) (d) (i) of the Act.

13 It is so ordered.


(Shahzad Ansar)
Member


(Ikram Ul Haque Qureshi)
Member

