



BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF % SHAREHOLDING OF M/S. LOTTE
CONFECTIONARY (S.E.A) PTE. LTD BY M/S. LOTTE CO., LIMITED FROM M/S.
LOTTE WELLFOD CO., LIMITED

CASE: 1600/Merger-CCP/2026



Ms. Bushra Naz Malik

Member

ORDER

1. The Competition Commission of Pakistan (the “**Commission**”) received a pre-merger application (the “**Application**”) which was submitted by M/s. Lotte Co., Ltd (the “**Acquirer**”), pertaining to the acquisition of ordinary shares of M/s. Lotte Confectionery (S.E.A) Pte. Ltd (the “**Target**”) from M/s. Lotte Wellfood Co., Ltd (“**Seller**”) pursuant to Share Purchase Agreement dated 4th February, 2026 (the “**Agreement**”).
2. The Application was filed under Section 11 of the Competition Act, 2010 (the “**Act**”) read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 (the “**Merger Regulations**”).

Merger Parties

Acquirer

3. M/s. Lotte Co., Ltd is a joint stock company incorporated under the laws of Japan. It is engaged globally in food, confectionary, retail, and related businesses. However, it does not have any presence in Pakistan in confectionary and food items. It is wholly owned by M/s. Lotte Holdings Co., Ltd.

Target

4. M/s. Lotte Confectionery (S.E.A) Pte. Ltd is a company incorporated in Singapore. It is intended solely as a platform for regional strategy and coordination in South East Asia (S.E.A). It is a subsidiary of the Seller. The Target has two associated undertakings operating in Pakistan i) Lotte Kolson (Private) Limited (“**Kolson**”) ii) Lotte Akhtar Beverages (Private) Limited (“**Akhtar**”). Kolson is engaged in manufacturing and sale of confectionery and food items, whereas Akhtar is engaged in manufacturing and sale of food and beverage brands.

Seller

5. M/s. Lotte Wellfood Co., Ltd is a company incorporated under the laws of the Republic of Korea. It is engaged in manufacturing and sale of confectionary and food products in various jurisdictions globally. It is a subsidiary of M/s. Lotte Corporation and a parent entity of Kolson.



Transaction

6. In accordance with the Agreement, the Acquirer will acquire _____ shares from the Seller representing _____ % of the issued and outstanding shares of the Target.
7. Total consideration for the proposed acquisition is SGD _____ /- equivalent to PKR _____¹ approximately which is deemed to be transaction value (the "Transaction").

Phase-I Competition Assessment

Procedural Review

8. Based on the Application and information obtained subsequent to the Application, the Commission conducted a Phase-I competition assessment of the Application including supporting documentation, to evaluate compliance with the Act and Merger Regulations. The assessment particularly focused on potential competitive concerns, including issues related to market dominance and the overall impact on competition post-merger in the relevant market.

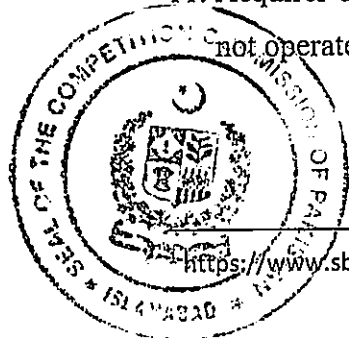
Relevant Market

9. The relevant product markets are defined as "Pasta", "Gum", "Savoury Snacks", "Sweet biscuits", "Cakes" & "Beverages" and the relevant geographic market is "Pakistan".

Market Share

10. As per the Application and related correspondence, the estimated market share of the Akhtar was _____ % in Beverages during FY 2024 .Whereas the Kolson had an estimated market share of _____ % _____, _____ % in Pasta, Savoury Snacks, Sweet biscuits respectively during FY 2025. Seller's estimated market share was _____ % and _____ % in Gum and Cakes respectively during FY 2025.

11. Acquirer does not generate any revenue from the Relevant Markets in Pakistan as it does not operate directly or indirectly in Pakistan.




Competition Analysis

12. The Transaction is unlikely to give rise to any anticompetitive situation given the fact that the Acquirer does not operate in the Relevant Markets in Pakistan. Further, the market shares would not be impacted as result of the Transaction and hence the competitive dynamics in the Relevant Markets would not change.
13. Market shares of the Target would stay the same post-transaction and thus raises no anti-competitive concerns. Further, the Transaction, does not create entry barriers or significantly enhance the market power of the Merger Parties. Accordingly, the Transaction is not likely to have any adverse effects on competition in Relevant Markets.
14. In light of the foregoing, the Commission finds that the Transaction does not raise any competition concerns. Further, the Transaction would not result in Substantial Lessening of Competition (SLC).

Determination

15. The Commission concludes that the Proposed Transaction does not create or strengthen a dominant position in the relevant market, as defined under Section 2(1) (e) read with Section 11 of the Act and the Merger Regulations. The Proposed Transaction is hereby authorized under Section 31(1) (d) (i) of the Act.
16. Without prejudice, it is hereby clarified that the present assessment is strictly limited to the review of the Transaction under Section 11 of the Act.
17. Notwithstanding the above, matters which may fall outside the scope of the Commission's purview, remain subject to applicable laws, judicial orders and the oversight of relevant regulatory bodies.
18. It is so ordered.


Ms. Bushra Naz Malik
Member
ISLAMABAD, JUNE 22nd, 2026