



**BEFORE THE
COMPETITION COMMISSION OF PAKISTAN**

FIRST PHASE REVIEW

**IN THE MATTER OF ACQUISITION OF UPTO 3 SHAREHOLDING OF M/S
ATTOCK CEMENT PAKISTAN LIMITED FROM M/S PHARAON INVESTMENT
GROUP LIMITED BY M/S FAUJI CEMENT COMPANY LIMITED AND M/S KOT
ADDU POWER COMPANY LIMITED**

CASE: 1592/Merger-CCP/2026



Ms. Bushra Naz Malik

Member

ORDER

1. On 3 February 2026, the Competition Commission of Pakistan (the “**Commission**”) received a pre-merger application (the “**Application**”) from M/s. Fauji Cement Company Limited (the “**Acquirer 1**”) and M/s. Kot Addu Power Company (the “**Acquirer 2**”), hereinafter collectively referred to as (the “**Acquirers**”). The Application pertains to the proposed acquisition of upto shares of M/s. Attock Cement Pakistan Limited (the “**Target**”) from M/s. Pharaon Investment Group Limited (the “**Seller**”) by Acquirers pursuant to scheme of compromises, arrangement and reconstruction (the “**Agreement**”) dated 30 January 2026.
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**”).

Acquirers

Acquirer 1

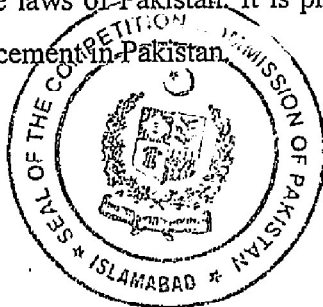
3. Fauji Cement Company Limited, a subsidiary of Fauji Foundation, is a public listed company incorporated on 23 November 1992 under the laws of Pakistan. It commenced its business with effect from 22 May 1993. It is engaged in manufacturing and sale of different types of cement and tile.

Acquirer 2

4. Kot Addu Power Company is a public listed company incorporated on 25 April 1992 under the laws of Pakistan. Its principal activities are to own, operate and maintain a multi-fuel fired power station (gas, furnace oil and diesel).

Target

5. Attock Cement Pakistan Limited is a public listed company and a subsidiary of Pharaon Investment Group Limited Holding S.A.L., Lebanon, incorporated on 14 October 1981 under the laws of Pakistan. It is primarily engaged in manufacture and sale of different types of cement in Pakistan.



Seller

6. M/s. Pharaon Investment Group Limited is a joint stock limited liability company incorporated under the laws of Beirut and carries on principal activity of an international investment holding company for Lebanese and foreign companies.

Transaction

7. As per the Application and under the terms of the Share Purchase Agreement dated 30 January 2026, the proposed Transaction involves the acquisition of _____ ordinary shares _____ (shareholding) of the Target by the Acquirers from the Seller. Total consideration for the proposed acquisition is _____ (equivalent to _____) as of 30 January 2026. (the "Transaction").
8. Post-transaction, the Acquirers will acquire control of the Target and Seller's shareholding percentage in the Target would reduce to _____

Phase-I Competition Assessment

Procedural Review

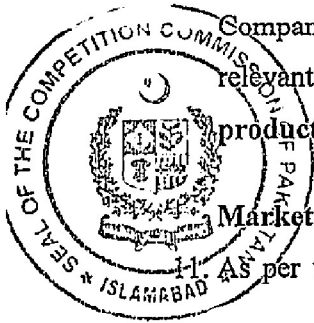
9. Based on the Application and information obtained subsequent to the Application, the Commission conducted a Phase-I competition assessment of the Application, in accordance with Section 11 of the Act and Merger Regulations to determine whether the Transaction is likely to result in a substantial lessening of competition or the creation or strengthening of a dominant position in the relevant market.

Relevant Market

10. The Acquirer Party 1 is a cement manufacturer, selling products both locally and outside Pakistan whereas Acquirer 2 owns and operates multi-fuel fired power stations. The Target Company is engaged in business of manufacture of cement and clinker. Therefore, the relevant product market for the purpose of this assessment is "**Cement and allied products**" and the relevant geographic market is "**Pakistan**".

Market Share

As per their own internal estimates, Acquirer 1 holds an approximate market share of _____ whereas the market share of Target is _____ on the basis of production. The market share of Acquirer 1 will increase from _____ to _____ post transaction. Acquirer 2 is not active in the relevant market.



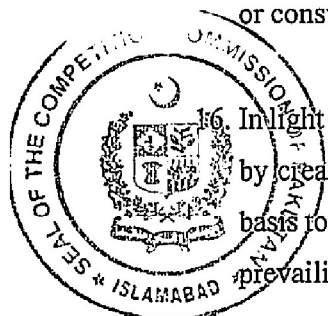
Competition Analysis

12. The Transaction constitutes a horizontal merger as Acquirer 1 and Target are in the business of "Cement Production" at the same level of supply chain.
13. Although horizontal overlap exists between the Acquirer 1 and the Target, the Transaction will have minimal effects on the market dynamics in terms of competition considering the fact that post-merger market share is not anticipated to increase to a level that would materially alter the competition in relevant market, particularly given that the market comprises several participants with broadly comparable market shares. The list of market shares of the top cement companies is as follows:

CEMENT COMPANY	MARKET SHARE (%)
BESTWAY CEMENT	
LUCKY CEMENT	
FCCL	
MAPLE CEMENT	
DG CEMENT	
KOHAT CEMENT	

14. Section 2(e) of the Competition Act, 2010 defines "dominant position" as "*the ability of an undertaking to behave to an appreciable extent independently of competitors, customers, consumers and suppliers and the position of an undertaking shall be presumed to be dominant if its share of the relevant market exceeds forty percent;*"
15. It is evident that Acquirer 1's market share remains below the statutory threshold of forty percent (40%). Accordingly, it cannot be presumed to hold a dominant position, particularly in view of the presence of multiple competitors in the relevant market possessing similar or closely aligned market shares. In such circumstances, Acquirer 1 does not appear to have the ability to behave to an appreciable extent independently of its competitors, customers, or consumers.

16. In light of the foregoing, the Transaction is not likely to substantially lessen the competition by creating or strengthening a dominant position. The Commission at this stage finds no basis to conclude that the Transaction raises any competition concerns or is likely to distort prevailing competitive conditions in the relevant market in Pakistan.



Determination

17. Based on the information provided, 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.
18. For the purposes of clarification and without prejudice, it is stated that the present assessment is confined solely to the examination of the Transaction under Section 11 of the Competition Act, 2010. This assessment shall not prejudice, affect, or otherwise have any bearing upon any pending enquiries or proceedings before the Commission, nor shall it impact any matter sub judice before the Competition Appellate Tribunal or any other competent court of law.
19. 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.
20. It is so ordered.

Ms. Bushra Naz Malik

Member

ISLAMABAD, February 13, 2026

