



BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

EX-POST FACTO FIRST PHASE REVIEW

ACQUISITION OF ADDITIONAL % SHAREHOLDING OF M/S. GAS AND OIL
PAKISTAN LIMITED BY MR. KHALID RIAZ FROM M/S. GO PETROLEUM FZE.

CASE: 1430/Merger-CCP/2023

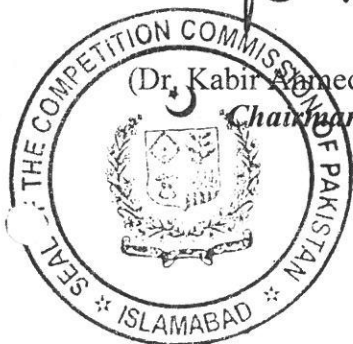
Date of Hearing

February 28, 2024

Commission

(Dr. Kabir Ahmed Sidhu)
Chairman

(Mr. Saeed Ahmad Nawaz)
Member



On behalf of
Mr. Khalid Riaz (Acquirer)
Gas & Oil Pakistan Limited (Target)
GO Petroleum FZE (Seller)

Mr. Zeeshan Tayyeb
Chief Operating Officer – Acquirer

Mr. Fahem Hashmi
Legal Representative – Target & Seller

ORDER

1. This Order will dispose of the proceedings arising out of hearing notice numbered F.NO:1430/MERGER/CCP/2024 dated **February 27, 2024** under Section 11(12) of the Competition Act, 2010 (hereafter "the Act") issued to Mr. Khalid Riaz, M/s. Gas and Oil Pakistan Limited and M/s. GO Petroleum FZE (hereafter collectively as "**Undertakings**") for *prima facie* violation of sub-sections (1) to (4) of Section 11 of the Act read with Regulation 4 of the Competition (Merger Control) Regulations, 2016 (hereafter "**Merger Regulations**").

Factual Background

2. During review of a merger application filed under Section 11 of the Act on 23 January 2024 by M/s. Aramco Asia Singapore Pte. Ltd for the proposed acquisition of % shareholding in M/s. Gas & Oil Pakistan Limited from Mr. Khalid Riaz, Mr. Shehzad Mubeen and Mr. Bilal Ansari, it was noted that an acquisition of shares of M/s. Gas & Oil Pakistan Limited had already been consummated on February 23, 2023 whereby Mr. Khalid Riaz (hereafter "**Mr. Riaz**" or "**Acquirer**") had acquired additional % shareholding in M/s. Gas & Oil Pakistan Limited (hereafter "**G&O**" or "**Target**") from M/s. GO Petroleum FZE (hereafter "**GO FZE**" or "**Seller**"), in accordance with the Share Transfer Deed (hereafter "**STD**"). Therefore, the hearing notices were issued to the concerned Undertakings.
3. A hearing was conducted on February 28, 2024, during which the Undertakings informed the Bench that the internal understanding was that the percentage of shares being acquired did not appear to attract the Act and Merger Regulations. Nevertheless, the Undertakings committed to comply with the provisions of the Act in future and requested the Commission to take a lenient view in this regard. A merger application with all requisite information was also submitted in this connection on February 21, 2024.

Deliberation on Application

4. 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:

4.1. The business activities of the undertakings concerned are:

- a. Acquirer: Individual and existing shareholder of the Target.
- b. Target: A public unlisted company incorporated in Pakistan and is engaged in the procurement, storage, sale, and marketing of petroleum products and lubricants.
- c. Seller: A company duly incorporated under the laws of the United Arab Emirates and is engaged in trading of petroleum products internationally and supplying petroleum products in Pakistan.

As submitted in the Application and set out in the STD, the Acquirer has purchased ordinary shares (additional % shareholding) of the Target, from the Seller for which approval under Section 11 of the Act was not sought. The total amount paid for shares was PKR -/-.



- 4.3. The relevant product markets, in this case, have been identified as “**Oil Marketing Company**” and “**Downstream – Automotive Lubricants**” and the relevant geographic market is “**Pakistan**”.
- 4.4. The estimated market share of the Target in oil marketing and automotive lubricants is % and .% approximately, which will remain unchanged post-transaction.
5. The subject transaction will not result in dominance of the Acquirer in the relevant market, post-transaction, as determined under Section 2(1)(e) read with Section 3 of the Act. Therefore, it is hereby authorized under Section 31(1)(d)(i) of the Act.
6. In the subject transaction, matters which may fall outside the scope of the Commission’s purview, remain subject to applicable laws.
7. It is so ordered.



(Dr. Kabir Ahmed Sidhu)
Chairman



(Mr. Saeed Ahmad Nawaz)
Member



Islamabad the 25th March, 2024.