



BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF THE ACQUISITION OF % SHAREHOLDING OF M/S.  
ELITE HOSPITALITY VENTURES (PRIVATE) LIMITED BY M/S. JS HOTEL  
REIT FROM SELLERS.

CASE NO. 1556/Merger-CCP/2025



Commission:

Dr. Kabir Ahmed Sidhu  
*Chairman*

## ORDER

1. On 04 August 2025, M/s. JS Hotel REIT (“**Acquirer**”) submitted a pre-merger application (the “**Application**”) to the Competition Commission of Pakistan (the “**Commission**”). The Application pertains to the proposed acquisition of ordinary shares of M/s. Elite Hospitality Ventures (Private) Limited (“**Target**”) by the Acquirer, representing % of its issued and paid-up share capital, in accordance with the Share Purchase Agreement (the “**Agreement**”) dated 08 July 2025.
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. JS Hotel REIT is a Shariah-compliant Hybrid REIT Scheme established and as a closed-end unit trust vide letter no. SMD/PMADD/138/JSHR/REIT/2024, 30 April 2025 and has not commenced operations yet. It operates in accordance with the Real Estate Investment Trust Regulations, 2022. The purpose of the REIT Scheme is to primarily invest in one or more REIT projects through a Special Purpose Vehicle (SPV) in accordance with applicable laws and its constitutive documents to generate income/returns for unit holders/beneficiaries of the Acquirer.
4. The Acquirer’s REIT Management Company, M/s. JS Investments Limited is a publicly listed company and was incorporated on 22 February 1995 in Pakistan. It has obtained the license of an “Investment Advisor” and “Asset Management Company” under the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 and the Non-Banking Finance Companies and Notified Entities Regulations, 2008. In addition, it also acts as Pension Fund Manager under the Voluntary Pension System Rules, 2005.

#### **Target**

5. Elite Hospitality Ventures (Private) Limited was incorporated on 20 March 2025 in Pakistan. It is an SPV established as a private limited company for the purposes of



implementing a project involving the development and operation of a master planned four-star hotel development over the Real Estate under the name Hilton Garden Inn.

### **Sellers**

6. The sellers in the subject transaction are three individuals: Mr. Muhammad Hanif Gohar, Mr. Hissam Uddin, and Mr. Taj Muhammad Dahri, who are individuals and residents of Pakistan. The Sellers collectively hold % shareholding of the Target.

### **Transaction**

7. As per the Agreement, the Acquirer intends to acquire ordinary shares, representing % of the issued share capital of the Target, for a total consideration of PKR - ( ; only) (the “**Transaction**”).

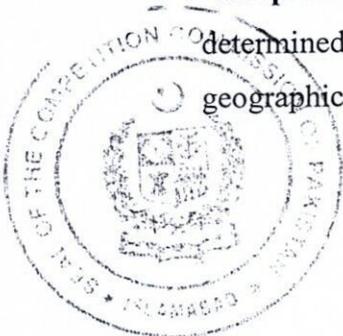
### **Phase-I Competition Assessment**

#### **Procedural Review**

8. Based on the Application, the Commission undertook a Phase-I review to assess the competitive implications of the Transaction. The evaluation included an examination of the documentation to determine compliance with the provisions of the Act and the Merger Regulations, with particular focus on potential competitive concerns, including the likelihood of the creation or strengthening of a dominant position post-Transaction.

#### **Relevant Market**

9. The Target is an SPV established to develop and operate a master-planned, four-star hotel project on the Real Estate, to be branded as “**Hilton Garden Inn**”. The SPV has been created specifically for the implementation, management, and operation of this hotel development.
10. Keeping in view the foregoing, the relevant product market in this case is determined as, “**Hospitality Services**” and the geographic market is defined as “**Hyderabad**”, which is determined based on the proximity of services, the nature of competition, and the geographic reach of hospitality providers in the region.



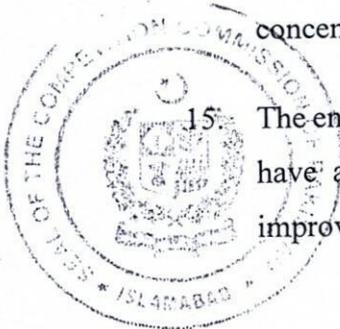
### Market Share

11. As per the Application, the Acquirer is not currently active in the market for Hospitality Services in Pakistan (either directly or through any of its associated or subsidiary companies, whether horizontally or vertically). The Target is also not active in the relevant market, as it has not commenced operations yet.

### Competition Analysis

12. Based on the information provided, the relevant market for the purposes of this assessment is the market for Hospitality Services in Hyderabad, Pakistan, which includes the provision of accommodation, food, and related services such as hotels, guesthouses, and restaurants. As the geographic market is determined as Hyderabad, given that hospitality services are location-specific and competition is primarily determined by local demand, accessibility, and consumer preferences within the city. While Hyderabad operates within Pakistan's broader hospitality sector, competitive conditions, pricing structures, and customer bases are primarily local in nature.
13. According to publicly available data from Pakistan Credit Rating Agency Limited, the whole of Pakistan's Accommodation and Food Services Activities sector contributed approximately PKR \_\_\_\_\_ to Pakistan's GDP in FY25, reflecting a large and growing national market. However, the hotel market in Hyderabad constitutes only a small portion of this overall sector, with numerous local hotels, guesthouses, and food service providers catering to both business and leisure travelers.
14. The Acquirer is not currently active in the market for Hospitality Services in Pakistan, either directly or through any associated or subsidiary entity, and the Target has not yet commenced operations. Accordingly, the Transaction does not give rise to any horizontal overlap (since neither party operates in the same line of business) or vertical relationship (as neither is involved in upstream or downstream markets linked to hospitality services). Given these circumstances, the transaction will not alter the existing market structure or concentration levels.

15. The entry of the Acquirer into this market through the proposed acquisition could, in fact, have a positive impact by introducing new investment, international expertise, and improved service standards, thereby enhancing competition and options for consumers.



16. In view of the foregoing, it is concluded that the proposed acquisition is non-horizontal in nature and is unlikely to result in any substantial lessening of competition in the market for Hospitality Services in Pakistan. The transaction does not create or strengthen a dominant position, nor likely to rise any unilateral or coordinated effects that may impede effective competition.
17. Accordingly, the Commission concludes that the proposed Transaction is not likely to substantially lessen competition, facilitate coordinated behaviour among undertakings, or create any appreciable adverse effect on the structure, dynamics, or efficiency of the relevant market.

**Determination**

18. 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. Accordingly, the proposed Transaction is hereby authorized under Section 31(1)(d)(i) of the Act.
19. Notwithstanding the above, matters which may fall outside the scope of the Commission's jurisdiction, remain subject to applicable laws, judicial orders and the oversight of relevant regulatory bodies.
20. It is so ordered.



Dr. Kabir Ahmed Sidhu

(Chairman)

ISLAMABAD, Nov 24<sup>th</sup>, 2025.

