



**BEFORE THE
COMPETITION COMMISSION OF PAKISTAN**

FIRST PHASE REVIEW

**IN THE MATTER OF ACQUISITION OF % SHAREHOLDING OF M/S.
ENGRO POLYMERS AND CHEMICALS LIMITED BY M/S. SEAGREEN
ENTERPRISES LIMITED FROM M/S. MITSUBISHI CORPORATION.**

CASE: 1597/Merger-CCP/2026




Ms. Bushra Naz Malik
Member

ORDER

1. The Competition Commission of Pakistan (the "**Commission**") received a pre-merger application (the "**Application**") on 16th March, 2026 from M/s. Seagreen Enterprises (Private) Limited (the "**Acquirer**") in respect of the proposed acquisition of $\frac{1}{3}$ shareholding in the M/s. Engro Polymers and Chemicals Limited (the "**Target**") from M/s. Mitsubishi Corporation (the "**Seller**"), (hereinafter collectively referred to as the "**Merger Parties**"), pursuant to the terms and conditions laid down in the Share Purchase Agreement dated 5th February, 2026 (the "**Agreement**"). The requisite information was subsequently furnished by the Applicant on 20th April, 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**").

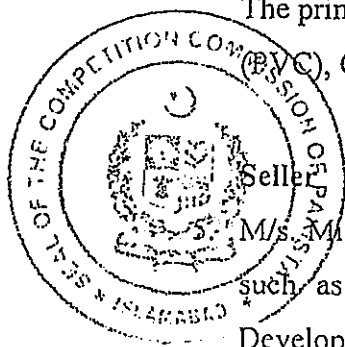
Merger Parties

Acquirer

3. M/s. Seagreen Enterprises Private Limited is a private limited company incorporated under the laws of Pakistan on 6th April, 1983. Its principal activity is business of export of seafood products such as shrimps, squid, sole fish, cuttle fish, indian mackerel, white pomfrets, clam meats, fish, lobster etc.

Target

4. M/s. Engro Polymer and Chemicals Limited, a subsidiary of Engro Corporation Limited, is a public listed company incorporated under the laws of Pakistan on 20th October, 1967. The principal activity of the Target is to manufacture, market and sell Poly Vinyl Chloride (PVC), Caustic Soda, Hydrogen Peroxide and other related chemicals.



M/s. Mitsubishi Corporation, incorporated in Japan, operates across numerous industries such as Energy & Power Solution, Materials Solution, Mineral Resources, Urban Development & Infrastructure, Mobility, Food Industry, and Smart-Life Creation.

Transaction

6. As per the Application and the Agreement, the Acquirer will purchase _____ shares (_____ % shareholding) of the Target. The estimated amount to be paid for this transaction is PKR _____ (the "Transaction").

Phase-I Competition Assessment

Procedural Review

7. Based on the Application and information obtained subsequent to the submission of 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

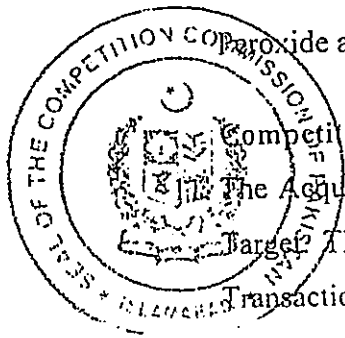
8. The relevant markets for the purposes of this assessment are identified as "Manufacturing and sale of Polyvinyl Chloride (PVC), Caustic soda and Hydrogen Peroxide" while the relevant geographic market is "Pakistan".

Market Share

9. As per the information provided by the Applicant, the Target holds an estimated market share of approximately _____ % in the manufacturing and sale of Polyvinyl Chloride (PVC), _____ % in Caustic Soda, and _____ % in Hydrogen Peroxide.
10. The market share of the Target will remain unchanged post-transaction since the Acquirer operates in seafood export and import business, whereas the Target is engaged in manufacturing, market and sale of Polyvinyl Chloride (PVC), Caustic Soda, Hydrogen Peroxide and other related chemicals.

Competition Analysis

The Acquirer does not operate in the relevant market and is only acquiring shares of the Target. Therefore it will not hold individual market share in the relevant market. The Transaction only entails acquisition of shares of the Target and therefore the market share of the Target will not change post-acquisition of shares.

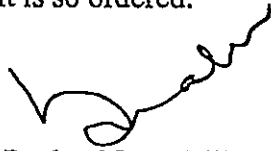


12. The Transaction will have minimal effects on the market dynamics in terms of competition and market structure considering the fact that the post-merger market share would not increase. Further, it would not produce any anti-competitive effects such as collusion or removal of an effective competitor because the relevant market is fragmented.
13. Therefore, it does not create entry barriers or significantly enhance the market power of the Merger Parties and the Transaction is not anticipated to limit the ability of the existing or potential competitors or to exclude them from competing effectively. Moreover, no credible risk has been identified for either unilateral conduct or coordinated behavior that could substantially lessen competition in the relevant market.

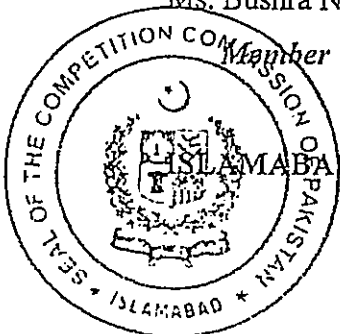
Determination

14. 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.
15. Without prejudice, it is hereby clarified that the present assessment is strictly limited to the review of the Transaction under Section 11 of the Competition Act, 2010.
16. 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.

17. It is so ordered.



Ms. Bushra Naz Malik



APRIL 23, 2026