

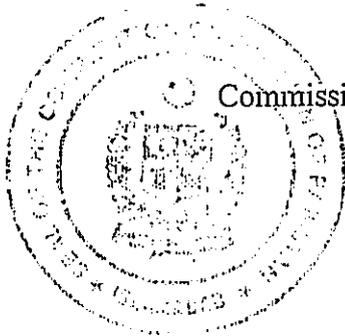


**BEFORE THE
COMPETITION COMMISSION OF PAKISTAN**

FIRST PHASE REVIEW

**IN THE MATTER OF THE ACQUISITION OF 100% SHAREHOLDING OF M/S. AIB
LIMITED BY M/S. DAIMLER TRUCK AG FROM M/S. TOYOTA MOTOR
CORPORATION.**

CASE NO. 1552/Merger-CCP/2025



Commission:

A handwritten signature in black ink, appearing to read "Ms. Bushra Naz Malik".

Ms. Bushra Naz Malik
Member

ORDER

1. On 11 August 2025, the Competition Commission of Pakistan (the “**Commission**”) received a pre-merger application (the “**Application**”) from M/s. Daimler Truck AG (the “**Applicant**” or the “**Acquirer**”). The Application sought approval for the acquisition of % of the issued and paid-up capital of M/s. AIB Limited (the “**Target**”) by the Acquirer from M/s. Toyota Motor Corporation (the “**Seller**”). The transaction is being executed in accordance with the terms and conditions set out in the Business Integration Agreement, dated 10 June 2025 (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. Daimler Truck AG (**DTAG**) is a corporation incorporated in Germany on 7 November 2017. It is principally engaged in the development, manufacturing and sale of commercial vehicles, buses, engines.

Target

4. AIB Limited (**HoldCo**), recently established in Japan on 2 June 2025 by Hino Motors Limited (**Hino**) as a wholly owned subsidiary. In accordance with the terms of Agreement, through restructuring HoldCo has become a subsidiary of the Toyota/Seller. Its main activity is that of a holding company. In Pakistan, it operates through Hinopak Motors Limited, incorporated in 18 June 1985 and Fuso Master Motors (Private) Limited, incorporated on 21 June 2010 in the production and distribution of buses and trucks¹

Seller

5. Toyota Motor Corporation (**Toyota**) is a publically listed company incorporated in Japan on 27 August 1937. It is principally engaged in the design, manufacture, and sale of passenger vehicles, sport-utility vehicles, trucks and related parts and accessories

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throughout the world. In Pakistan, Toyota is active through Indus Motor Company Limited, which is engaged in assembling and sales of Toyota vehicles.

Transaction

6. As per the Application, the subject transaction will eventually result in joint holding² of Hino and Mitsubishi Fuso Truck and Bus Corporation (MFTBC) by DTAG and Toyota through HoldCo and Hino will become a subsidiary of HoldCo (the “**Broader Transaction**”). In connection with the Broader Transaction, two separate Applications have been submitted to the Commission³. For ease of reference, the subject Application is referred as Second Transaction.
7. The subject Second Transaction involves acquisition by DTAG of % of shareholding in HoldCo from Toyota (the “**Transaction**”).

Phase-I Competition Assessment

Procedural Review

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

Relevant Market

9. For the purpose of determination of relevant market, the primary focus is placed on the Target’s markets. In the instant matter, the Target is engaged in the market of buses and trucks through Hino and MFTBC⁴.

10. Therefore, relevant product markets are identified as **Production and distribution of “Buses” and “Trucks”**. The geographic market is defined as “**Pakistan**”.

² Voting rights held % by Toyota and % by DTAG.

³ The transaction comprises two distinct Applications, the subject application and a parallel application currently being processed under case number 1551/Merger-CCP/2025.

⁴ Case no. 1551/Merger-CCP/2025

Market Share

11. Considering the fact that, HoldCo/Target is active in Pakistan through MFTBC and Hino, in the relevant market, therefore, the competitive and market-share assessment is limited to the existing activities of Hino and MFTBC in Pakistan.
12. As per the Application, MFTBC recorded sales of units in the bus segment, constituting % of the total units sold, whereas Hino's sales amounted to units, representing % of the market in 2025, representing a combined market share of %.
13. Moreover, in the truck segment, the sale of units by MFTBC stood at , representing % of the total units sold, whereas Hino's sale of units reached making up % of the overall market in 2025, representing a combined market share of %.
14. Additionally, it is pertinent to note that the average combined market share of Hino and MFTBC in the bus segment over the past five years (2020–2025) has been approximately % , while their average combined market share in the truck segment during the same period was around %.

Competition Analysis

15. The Transaction involves DTAG acquiring % of HoldCo, the entity through which Hino and MFTBC's combined commercial vehicle operations will be managed. Unlike Hino and MFTBC, DTAG has no operations left in Pakistan⁵.
16. Since DTAG is not engaged in any commercial activity in Pakistan, the acquisition of HoldCo by DTAG does not give rise to any horizontal, vertical, or conglomerate overlaps with DTAG in the Pakistani market. The competitive effects arising from the previous transaction i.e., the combination of Hino and MFTBC remain unchanged by DTAG's acquisition of HoldCo.
17. Therefore, DTAG and HoldCo transaction is competitively neutral for the relevant market. It neither alters the market shares of Hino or MFTBC nor creates any new links between DTAG and existing other market participants. As a result, it does not raise any competition concerns in both the truck and bus segments post-transaction.

As detailed in Case no. 1551/Merger-CCP/2025

Determination

18. Based on the information provided, the Commission concludes that the 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.


Ms. Bushra Naz Malik
(Member)

ISLAMABAD, JAN. 14th, 2026.

