

MERGER DECISION NO 41: 2025**Notice in Terms of Section 53(4) (a)(ii) of the Competition Act 2018****DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF LOT 22058, GABORONE FROM MANDARIN GROUP (PTY) LTD BY TSWANAFUEL (PTY) LTD****Introduction of the Merging Parties**

Pursuant to section 53(4)(a)(ii) of the Competition Act 2018 (“the Act”), notice is hereby given on the decision made by the Competition and Consumer Authority (“the Authority”) in relation to the proposed acquisition of Lot 22058, Gaborone from Mandarin Group (Pty) Ltd (“Mandarin Group” or “Target Enterprise”) by TswanaFuel (Pty) Ltd (“TswanaFuel” or “Acquiring Enterprise”).

The Acquiring Enterprise, TswanaFuel, is an entity registered in accordance with the Laws of Botswana, and it is wholly controlled by Alliance Energy Group (Pty) Ltd. On the other hand, the Target Enterprise, Mandarin Group, is also an entity registered in accordance with the Laws of Botswana and it is not controlled, nor does it control any other enterprise. The sole shareholder of Mandarin Group is Wei Zhou.

Relevant Markets

An assessment of the markets of the Merging Parties in Botswana has revealed that TswanaFuel controls Tswanagas (Pty) Ltd, Lubricants Supplies Botswana (Pty) Ltd and Amber Moon (Pty) Ltd. For completeness, the Acquiring Enterprise is mainly engaged in the business of Bulk fuel supply (commercial fuel supply and tenders) and Retail fuel supply (diesel and petrol) in Botswana. In addition, TswanaFuel’s services include truck stops and safe parking and roadside assistance etc. On the other hand, Mandarin Group is a property holding company and it controls the property which is the subject of the proposed transaction. The property is zoned for industrial purposes.

Competitive Analysis and Public Interest

The investigation has revealed that the Acquiring and Target Enterprises are not involved in the same market. Therefore, the transaction under assessment will not substantially lessen competition or restrict trade or the provision of services or to endanger the continuity of supplies in the relevant market or in any market in Botswana. In addition, the approval of the Proposed Transaction will not result in an acquisition of a dominant position by the Merged Entity or by any enterprise in the market under consideration in Botswana.

Based on the assessment findings, the structure of the relevant market is not expected to change upon implementation of the proposed merger, and the proposed transaction is not likely to result in a substantial lessening of competition, contribute to acquisition of dominance nor endanger the continuity of service in the market under consideration. Furthermore, the proposed merger will not have any negative effect on public interest matters in Botswana as per the provisions of section 52(2) of the Act 2018.

The Determination

The Authority determined through the analysis of the facts of the merger that the structure of the relevant market will not significantly change in Botswana upon the implementation of the proposed merger.

Pursuant to the provision of section 53 of the Act, the Authority has unconditionally approved the proposed acquisition of Lot 22058, Gaborone from Mandarin Group (Pty) Ltd by TswanaFuel (Pty) Ltd.

However, as stated under section 61 of the Act, this approval does not override or negate any other mandatory statutory approvals or processes that any of the parties to this merger must comply with under the Laws of Botswana.

Dated at Gaborone on this 17th day of November 2025.

Gideon G. Nkala, Chief Executive Officer, Competition and Consumer Authority, P/Bag 00101, Gaborone, Plot 28, Matsitama Road, Tel: 3934278 Fax: 3121013

