



INDEPENDENT CONSUMER & COMPETITION COMMISSION

PUBLIC NOTICE

CLEARANCE APPLICATION BY DIGITEC ICT LIMITED FOR THE PROPOSED AMALGAMATION WITH ICT HOLDING LIMITED

The Independent Consumer and Competition Commission (“ICCC”) advises the general public and relevant industry stakeholders that it has received and registered a Clearance Application lodged by Digitec ICT Limited (“**Digitec**”) in respect of its proposed amalgamation with ICT Holding Limited (“**ICTHL**”) (the “**Proposed Amalgamation**”).

The ICCC is therefore seeking comments and submissions from the public and relevant key stakeholders on whether this proposed amalgamation would raise any serious competition concerns under the *Independent Consumer and Competition Commission Act 2002* (“**ICCC Act**”).

Digitec and ICTHL are subsidiaries within the Vodafone Fiji Pte Ltd (“**VFPL**”) group of companies. VFPL, incorporated in Fiji, is the ultimate parent company and holds 100 percent of the shares in ICTHL and 51 percent of the shares in Digitec, making it the controlling shareholder of Digitec. The remaining 49 percent of Digitec’s shares are owned by ICTHL, which is itself wholly owned by VFPL. This corporate arrangement effectively places both companies under the full ownership and control of VFPL, with ICTHL operating as a holding company and Digitec serving as the group’s operating company in Papua New Guinea (PNG).

Digitec is a foreign company operating in PNG as a licensed information and communications technology (ICT) service provider. Its core services include cloud-readiness assessments and ICT architecture consulting; managed IT services and data-centre hosting; internet service provision (ISP), SD-WAN, cybersecurity and managed print services; as well as the distribution of IT hardware and the licensing and integration of software solutions. ICT Holding Limited, on the other hand, is a passive investment company that does not carry on business activities in PNG. From information provided, ICTHL’s income is derived solely from dividends paid by Digitec. ICTHL has no employees, physical assets, or operational functions beyond its 49 percent shareholding interest in Digitec.

According to the Clearance Application, Digitec and ICTHL have entered into a proposed amalgamation where ICTHL would transfer all of its assets, liabilities, and shareholding interests into Digitec, and Digitec would continue as the surviving entity. After the amalgamation, ICTHL’s 49 percent shareholding in Digitec would be cancelled and Digitec would be 100 percent directly owned by VFPL, the parent company. No new shares would be issued; and no third-party assets would be acquired. According to the application, the proposed transaction is purely internal and designed to simplify the corporate structure and improve operational efficiency for the ultimate parent, VFPL.

Digitec has sought Clearance under section 81(1)(a) of the ICCC Act as the transaction value exceeds PGK 50 million.

The ICCC hereby invites submissions and comments from interested stakeholders on any likely adverse competition effects the Proposed Amalgamation may have on the ICT sector in PNG. All submissions provided to the ICCC will be treated as public information unless a specific request for confidentiality is expressly made.

All comments and submissions should be addressed to **Mr. Jack Timi, Acting Chief Executive Officer and Associate Commissioner, Resident**, at the address provided below and must reach the ICCC on or before **Thursday, 6th November 2025**.

The non-confidential version of the Application, including details of the Proposed Amalgamation, can be accessed and downloaded from the ICCC website: www.iccc.gov.pg.

All queries relating to this matter should be directed to Mr. Steven Sugl, Executive Manager – Competition Law Enforcement Division on telephone 312 4642 or email to: ssugl@iccc.gov.pg.

Authorized by:



MR. JACK TIMI

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