



**INDEPENDENT CONSUMER &
COMPETITION COMMISSION**

Papua New Guinea's
Consumer &
Competition
Watchdog

DETERMINATION & REASON

on

Clearance Application

by

JAS UK Holding Limited

**in respect of its Proposed Acquisition of Pentagon Holdings
Limited**

Commissioners:

Mr. Paulus Ain – Commissioner and Chief Executive Officer

Mr. Jack Timi – Associate Commissioner (Resident)

Mr. Marcus Francis Bezzi – Associate Commissioner (Non-Resident)

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About the ICCC

The Independent Consumer and Competition Commission (“**ICCC**”) is a statutory body established and empowered under the *Independent Consumer and Competition Commission Act 2002 (“ICCC Act”)*. It is Papua New Guinea’s consumer protection and competition authority. Its main functions are to promote competition; regulates prices of certain declared goods and services; protects consumers’ interests.

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1. INTRODUCTION

1. This Determination relates to the Clearance Application (“**Application**”) lodged by JAS UK Holdings Limited (“**JAS Holdings**” or the “**Applicant**”) in respect of its proposal to acquire 100 percent of the issued share capital of Pentagon Holdings Limited (“**Pentagon**”) (the “**Proposed Acquisition**”).
2. The Independent Consumer and Competition Commission (“**ICCC**”) received the Application on 11th August 2025 from Leahy Lewin Lowing Sullivan Lawyers on behalf of JAS Holdings. After completing formalities checks, the Application was registered on 20th August 2025, and the clearance process commenced thereafter.
3. Clearance is a statutory process outlined under section 81 of the *Independent Consumer and Competition Commission Act, 2002* (“**ICCC Act**”). Under this provision, an acquirer in a proposed merger or acquisition (“**Proposed Transaction**”) must apply to the ICCC for Clearance if the Proposed Transaction meets either of the mandatory notification thresholds. The ICCC then assesses the likely competition effects, if any, of the Proposed Transaction in the relevant market(s). If the ICCC is satisfied that the Proposed Transaction would not, or would not be likely to, have the effect of substantially lessening competition in a market, it must give a Clearance for the transaction to proceed. On the contrary, the ICCC must decline to give clearance if it is NOT satisfied that the Proposed Transaction would not or would not be likely to have the effect of substantially lessening competition in a market.
4. The Proposed Acquisition that is subject of this Determination exceeds the transaction value mandatory notification threshold under Section 81 of the ICCC Act. Accordingly, the acquirer has applied to the ICCC for Clearance as required.
5. The ICCC may, at its own discretion, direct a person giving notice under Section 81 to give notice under Section 82(1) where it reasonably believes the Proposed Transaction (which was subject of a Clearance application) should instead be assessed through the Authorization process. In such cases, the ICCC issues a Direction Letter to the Applicant stating its reasons.
6. If the ICCC gives clearance, the Proposed Acquisition is protected from being legally challenged for potential breach of the ICCC Act once consummated.
7. Clearance is an adjudication process; hence, the onus is on the applicant to satisfy the ICCC that the Proposed Acquisition would not or would not

be likely have the effect of substantially lessening competition in any market(s).

8. Clearance only applies to *proposed transactions*. If a proposed transaction which was the subject of a Clearance application is consummated without the ICCC's approval, or during the ICCC's review, any Clearance granted will be considered invalid. The ICCC may therefore challenge the transaction if it believes the acquisition has, or is likely to have, the effect of substantially lessening competition in a market, or where it has been consummated in breach of the mandatory notification thresholds under the ICCC Act.
9. It is a requirement under the ICCC Act for the ICCC to give a decision on a Clearance Application within twenty (20) days¹ after the date of registration. However, if the ICCC requests further information from the applicant (or as agreed between the ICCC and the Applicant), the 'clock' for the 20-day countdown is stopped on the date such request was made; and restarted after the day the requested information is provided by the applicant (or on the date as agreed between the ICCC and the Applicant).
10. The ICCC assesses Clearance applications in a public and transparent manner. As such, after registering this application, the ICCC publicly announced the Proposed Acquisition and invited relevant stakeholders and the public to provide their views on the potential competition impacts the Proposed Acquisition may have in any markets in PNG. All relevant comments and submissions received from stakeholders and the public are summarized and discussed under the relevant section of this Determination.
11. The public consultation process also enables the ICCC to test the Applicant's claims regarding the actual and potential competition impacts of the Proposed Acquisition in the Applicant's defined market(s) or any other market(s) in PNG.
12. All non-confidential documents relating to this Application have been placed on the ICCC's Public Register on its website: www.iccc.gov.pg. Hard copies of all relevant non-confidential documents are also available at the ICCC's Port Moresby Office.

¹ The counting of the 20 days includes public holidays and weekends.

2. BACKGROUND

2.1 The Parties

2.1.1 The Acquirer – JAS UK Holding Limited (“JAS Holding”)

13. JAS UK Holding Limited (“**JAS Holding**”) is a private limited company newly incorporated in the United Kingdom for the sole purpose of acquiring Pentagon Holdings Limited in this Proposed Acquisition. It is wholly owned by JAS Worldwide Holding Inc., which is ultimately owned by JAS Worldwide, Inc. (“**JAS**”), a company incorporated under the laws of the State of Georgia, United States of America.
14. The JAS group operates in more than 50 countries worldwide, with over 275 offices and approximately 7,000 employees. It provides logistics and international freight forwarding services by air, sea, road, and rail, including customs brokerage, import/export compliance, and e-commerce fulfilment solutions.
15. JAS does not currently operate or generate any revenue in Papua New Guinea (“**PNG**”). It, therefore, has no existing presence or subsidiaries in PNG.

2.1.2 Target Company – Pentagon Holdings Limited (“**PHL**”)

16. Pentagon Holdings Limited (“**PHL**”) is a private limited company incorporated in the United Kingdom (“**UK**”) and is the parent company of a global freight forwarding group with operations in more than 30 countries worldwide, including PNG. Its headquarters are in Dartford, UK.
17. PHL provides freight forwarding services across air, sea/ocean, road, and rail, and serves a range of industries including oil and gas, renewables, marine, mining, and construction. Its activities include freight forwarding, customs clearance, project logistics, ships agency, critical supply chain logistics, inhospitable location logistics, materials management, and training services
18. PHL operates in PNG through its subsidiary, Pentagon Freight Services (PNG) Limited, which provides freight forwarding and related logistics services. PHL also owns 50% of shares in PenTrans (PNG) Limited, a joint venture with Trans Wonderland Limited. Post-acquisition, JAS will acquire control over Pentagon Freight Services (PNG) Limited. With respect to PenTrans (PNG) Limited, the Application indicates that this joint venture is expected to be wound up and, therefore, JAS will not acquire an ongoing interest in it.

2.2 The Proposed Acquisition

19. On 15 July 2025, JAS Holdings entered into a Share Purchase Agreement (“SPA”) with the shareholders (Sellers) of Pentagon Holdings Limited (PHL) for the acquisition of 100% of its issued share capital.
20. Completion of the transaction is conditional upon obtaining regulatory approvals in several jurisdictions, including PNG.
21. The Acquirer (JAS Holdings) was required to seek Clearance from the ICCC because the transaction value exceeds the mandatory notification threshold of PGK 50 million under Section 81 of the ICCC Act, and because the transaction involves PHL’s operations in PNG through its subsidiary.
22. Post-acquisition, Pentagon Holdings Limited and its subsidiaries, including its PNG operations, will become wholly owned by JAS Holdings (and ultimately JAS Worldwide, Inc.).

3. COMMENTS FROM STAKEHOLDERS

23. After receiving the application, the ICCC invited relevant stakeholders and the public to provide their views on the potential competition impacts the proposed acquisition may have on any markets in PNG. The ICCC notes that all submissions were considered in line with the ICCC Act. Submissions reflected a mix of perspectives, with most stakeholders indicating no competition concerns and one stakeholder raising specific concerns. These views are summarized below;

3.1 Geogas PNG Limited (“Geogas PNG”)

24. Geogas PNG submitted that, as a significant participant in PNG’s LPG sector, it has no objections to JAS’s proposed acquisition of Pentagon. Geogas PNG expressed that it does not anticipate any negative impacts on competition within the PNG market as a result of the Proposed Acquisition.

3.2 LD logistics Limited (“LD Logistics”)

25. LD Logistics raised concerns that the introduction of JAS into the PNG market could significantly affect local companies, particularly at a time

when the country is experiencing financial difficulties. LD Logistics was concerned that this development may further disadvantage businesses already facing challenging conditions.

3.3 Pacific Freight Management (PNG) Limited (“Pacific Freight”)

26. Pacific Freight submitted that both parties to the Proposed Acquisition are high-profile, project-oriented organizations providing a level of sophistication and expertise on a global scale. It noted that, given PNG’s resource sector, it does not see cause for concern with the transaction.

3.4 Others

27. Inchcape Shipping Services, TWM Group, Kumul Petroleum Holdings Limited (KPHL), and TotalEnergies advised that they have no views or comments on the Application.

4. ICCC’s EVALUATION

4.1 Competition Assessment

4.1.1 Definition of Relevant Market

28. Before assessing the likely competition effects of a proposed transaction, it is necessary to first define the *relevant market(s)*, as it sets the boundaries (or limits) within which competition between the parties involved is considered to exist or likely to exist. It is within these boundaries that the potential competition effects of a proposed acquisition (or merger) could be sufficiently assessed and determined.
29. To identify the relevant market(s), the ICCC takes into consideration the area(s) of overlap in the business activities and, where applicable, any supply relationships, especially vertical supply relationships, between the concerned parties of a proposed transaction. If an area of overlap and/or supply relationship is identified, the ICCC then proceeds to discuss the possible market(s), including substitution possibilities, and eventually identifies the relevant market(s) a proposed transaction is likely to affect.
30. The ICCC Act defines market under section 45(2) as follows:
“A reference in this Part to the term “market” is a reference to a market in the whole of Papua New Guinea for goods and services as well as other goods and services that, as a matter of fact and commercial common sense, are substitutable for them, including imports.”

4.1.1.1 *Applicant's definition of Relevant Market*

31. The Applicant submitted that both JAS Worldwide, Inc. (through its subsidiaries) and Pentagon Holdings Limited (PHL) are engaged globally in the provision of freight forwarding services, including air, sea, road, and rail freight forwarding, as well as customs brokerage, warehousing, and project logistics. However, the Applicant noted that JAS does not currently operate or generate any revenue in PNG. Accordingly, there is no overlap between the operations of the merger parties in PNG.
32. The Applicant further submitted that the freight forwarding services industry is highly fragmented in PNG, with numerous providers operating across different transport modes and routes. Pentagon's presence in PNG is relatively small, with an estimated market share of less than one percent (<1%) in any segment of the freight forwarding services market, whether defined by mode of transport (air, sea, road, or rail) or by route (cross-border versus domestic).
33. For the purposes of the ICCC Act, the Applicant submitted that the relevant market should be defined broadly as *the provision of freight forwarding services in PNG, encompassing multimodal transport, customs clearance, warehousing, and logistics support services*.

4.1.1.2 *ICCC's definition of the Relevant Market*

34. As stated earlier, to identify the relevant market, the ICCC considers all business activities of JAS UK Holdings Limited ("JAS Holdings"), its parent company JAS Worldwide, Inc. ("JAS"), and Pentagon Holdings Limited ("PHL"), including their operations in PNG. The ICCC must also consider whether there exist any supply relationships, including vertical supply relationships, among the parties. These considerations guide the ICCC in identifying any area(s) of overlap in business activities and/or supply relationships that would form the basis of defining relevant market(s) for the purposes of assessing the likely competition effects of the Proposed Acquisition.
35. Based on the Application and available market information, the ICCC notes that JAS Holdings is a newly incorporated entity formed for the purpose of acquiring PHL and does not currently operate or generate any revenue in PNG. JAS, the parent company of JAS Holdings, provides freight forwarding and logistics services globally but does not operate in PNG.

36. PHL, on the other hand, provides freight forwarding and related logistics services globally, including in PNG through its subsidiary, Pentagon Freight Services (PNG) Limited. Pentagon also holds a 50% stake in PenTrans (PNG) Limited, a joint venture with Trans Wonderland Limited, which is expected to be wound up post-acquisition.
37. Considering the services provided, both JAS and Pentagon operate as freight forwarders internationally. However, the ICCC notes that there is no actual overlap in their operations in PNG since JAS is not currently present or operational in PNG. Freight forwarding is, by nature, an internationally tradable service that can be coordinated and provided across borders, and global freight forwarders such as JAS could, in theory, extend services from nearby regional hubs into PNG, thereby creating a potential overlap with Pentagons services in PNG. However, in practice, such entry is unlikely to be feasible given the very small size of the PNG market and the fragmented nature of the domestic freight forwarding sector, where numerous global, regional, and local suppliers are already operating in the PNG market.
38. Accordingly, while a theoretical overlap exists as discussed in paragraph 37, it is not regarded as an actual overlap, and the ICCC considers that no overlapping services exist between JAS and Pentagon in PNG.
39. In terms of supply relationships, including vertical arrangements, the ICCC notes that JAS does not currently participate in any upstream or downstream markets in PNG that could be considered vertically linked to Pentagon's operations. Accordingly, there are no vertical supply relationships between the parties within PNG.
40. Given that JAS has no existing operations in PNG, and that the potential overlap discussed above is not feasible in practice, there are no existing overlaps of services or supply relationships between JAS and Pentagon in PNG. Instead, the transaction amounts to a change in ownership of Pentagon's existing operations, providing the basis for JAS's entry into the PNG market.
41. In light of the above, and as no business overlaps, substitution possibilities, or vertical arrangements have been identified, the ICCC considers that there is no relevant market in PNG that can be defined for the purpose of assessing the likely competition effects of the Proposed Acquisition.

4.1.2 Substantial Lessening of Competition Considerations

42. When assessing the actual and potential competition effects of a proposed

transaction, the non-exhaustive statutory factors listed under section 69(5) of the ICCC Act are the main focus of the assessment. Where it considers necessary, the ICCC may consider other matters not listed under section 69(5) that are likely to have an impact on competition in the relevant market, as a result of the proposed transaction.

43. Whilst section 69(5) stipulates various factors the ICCC needs to take into consideration to determine whether or not a proposed transaction would have, or would be likely to have, the effect of substantially lessening competition in a relevant market, the law also requires that this assessment must be carried out with reference to a defined market. Conversely, where no relevant market is identified, there is no requirement for the ICCC to undertake a competition effects assessment.
44. With regard to the Proposed Acquisition that is subject of this Determination, the ICCC established earlier that there is no relevant market in PNG in which the likely competition effects of the Proposed Acquisition could be assessed.
45. Accordingly, the ICCC considers that, there is no basis upon which a substantive competition impact assessment can be undertaken under section 69(5) of the ICCC Act. The Proposed Acquisition, therefore, would not, and would not be likely to, result in a substantial lessening of competition in any market (s) in PNG.

4.1.3 Other considerations

46. The ICCC, however, considers that the Proposed Acquisition:
 - would only result in a change of ownership of PHL and its subsidiaries. The current structure of the freight forwarding sector in PNG, the level of competition, and the market position of Pentagon would remain unchanged post-acquisition;
 - would not enhance the market position of JAS in PNG, as JAS does not currently operate in PNG. Instead, the Proposed Acquisition represents JAS's entry into PNG through Pentagon's comparatively small existing operations which is comparably smaller. The services provided by Pentagon will continue to be supplied at their current scale, and no immediate change in market dynamics is expected; and
 - is part of a global transaction involving JAS's acquisition of PHL's businesses in multiple jurisdictions. The impact on markets where PHL operates, including PNG, is therefore limited to ownership changes and will not have detrimental effects on competition.

47. As noted earlier, JAS has no business operations in PNG prior to this transaction and therefore does not currently exercise any competitive influence in PNG markets. Whilst JAS operates globally and has the capability to provide freight forwarding and logistics services, there is no evidence that it has competed for business in PNG or was planning imminent entry independent of this acquisition. The ICCC therefore considers that the Proposed Acquisition will not impede competition in PNG.
48. In addition, the ICCC notes that Pentagon's market share in PNG is unsubstantial (estimated to be less than 1%) in a highly fragmented freight forwarding sector with numerous local and international providers. On this basis, the Proposed Acquisition will not lead to market concentration or remove a significant competitive constraint.
49. With regard to the concerns raised by LD Logistics, the ICCC acknowledges the broader economic challenges currently faced by businesses in PNG. However, such challenges are not merger-specific competition concerns under the ICCC Act. Importantly, the entry of JAS into PNG through the acquisition of Pentagon does not reduce the number of competitors in the market, as JAS had no operations in PNG prior to the transaction. As mentioned earlier, Pentagon's existing market share is also very small in a fragmented sector with multiple bigger active providers, and the Proposed Acquisition will not alter this structure. On this basis, the ICCC considers that the transaction does not disadvantage existing players in the market.
50. The ICCC further notes that the acquisition may, in fact, have positive effects by introducing new capital, expertise, and efficiencies into the PNG freight forwarding industry. These improvements could benefit customers and promote service quality.
51. Finally, while the Application indicates that PenTrans (PNG) Limited is expected to be wound up post-acquisition, the ICCC considers that this will not have any material effect on competition in PNG, given that PenTrans was a joint venture with limited operational scale and Pentagon's competitive position in terms of its market share in PNG is already minimal.

5. DETERMINATION

52. In view of all the above discussions and considerations based on available information, the ICCC is satisfied that the Proposed Acquisition would not have, or would not be likely to have, the effect of substantially lessening competition in any market(s) in PNG.

53. The ICCC, hereby, gives this Clearance pursuant to section 81(3)(a) of the ICCC Act.
54. This Clearance will expire twelve (12) months after the date of release as stipulated under section 81(6) of the ICCC Act. The parties must complete the transaction within this period.



MR. PAULUS AIN

(Commissioner)

MR. MARCUS BEZZI

(Associate Commissioner, Non-Resident)

MR. JACK TIMI

(Associate Commissioner, Resident)

Dated: 08th September, 2025