



OFFICE OF THE COMMISSIONER
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EMILED, please
assess and
acknowledge
this submission
Minin
5/11/25

3 November 2025

Mr. Jack Timi
Acting Chief Executive Officer
2nd Floor, Post Office Building
Nita Street Boroko
P.O Box 6394
BOROKO,111, NCD

Dear Mr. Timi,

RE: CLEARANCE APPLICATION BY DIGITEC ICT LIMITED FOR THE PROPOSED AMALGAMATION WITH ICT HOLDINGS LIMITED

PNG DataCo Limited acknowledges receipt of your letter dated 27th October 2025 regarding the public consultation on the Clearance Application submitted by Digitec ICT Limited ("Digitec") for its proposed amalgamation with ICT Holdings Limited ("ICTHL"). We appreciate the opportunity to provide our comments on the likely pro- and anti-competitive effects of the proposed amalgamation in the ICT sector in Papua New Guinea.

We note the following key points from your correspondence:

- Digitec and ICTHL are both subsidiaries of Vodafone Fiji Pte Ltd (VFPL), with VFPL holding 100% of ICTHL and 51% of Digitec, and ICTHL holding the remaining 49% of Digitec.
- The proposed amalgamation is an internal restructuring, whereby ICTHL will transfer all assets, liabilities, and shareholding interests into Digitec, making Digitec wholly owned by VFPL.
- The transaction does not involve the acquisition of third-party assets or businesses and is intended to simplify the corporate structure and improve operational efficiency.
- The ICCU is seeking stakeholder feedback on the potential competition effects of the proposed restructure.

A. Competition in the ICT Market in PNG

The ICT sector in Papua New Guinea has undergone significant transformation and growth over the years. The introduction of DataCo and the National Transmission Network has delivered fibre connectivity to all provincial centres and metropolitan areas, greatly enhancing access and infrastructure. The ISP reseller program has enabled a broader range of service providers to enter the market, fostering a more dynamic and competitive environment.

B. Previous Acquisitions and Market Trends

Historically, Telecommunications Service Providers and or Mobile Network Operators have acquired several Internet Service Providers (ISPs) in the market, including Hitron, DataNets, Remington ISP, and Daltron ISP, and amalgamated these businesses into their operations. However, with the ongoing development of the ICT sector and the opportunities created by improved infrastructure and market liberalization, at least two of these businesses have since re-



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entered the market and are once again providing services to customers in PNG. This demonstrates the resilience and competitiveness of the sector.

C. DataCo's Position and Reasons for No Objection

After reviewing the details of the proposed amalgamation, PNG DataCo Limited does not object to the transaction for the following reasons:

1. No Change in Ultimate Ownership or Market Structure:

The amalgamation is an internal restructuring within the VFPL group. Both Digitec and ICTHL are already wholly owned and controlled by VFPL. The proposed transaction will not introduce any new controlling interests or alter the competitive landscape.

2. No Acquisition of Third-Party Assets or Market Share:

The amalgamation does not involve the acquisition of any third-party assets or businesses. It is purely a consolidation of existing interests within the group, with no impact on the number or diversity of market participants.

3. No Reduction in Competition:

The transaction will not result in the exit of any competitor from the market, nor will it create barriers to entry for new participants. The market has shown resilience, with previously acquired businesses re-entering and competing again. The presence of the National Transmission Network and the ISP reseller program continues to encourage new entrants and competition.

4. Operational Efficiency and Market Benefits:

The stated purpose of the amalgamation is to simplify the corporate structure and improve operational efficiency for the parent company. Such internal reorganizations can lead to better service delivery and innovation, which ultimately benefits consumers without harming competition.

D. Conclusion

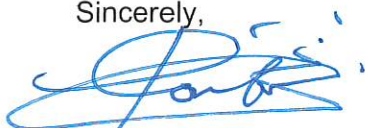
Given the above, PNG DataCo Limited is of the view that the proposed amalgamation will not result in a substantial lessening of competition in the ICT market in PNG. We therefore do not object to the transaction.

We trust that the ICCC will continue to monitor the market to ensure that competition and consumer interests are protected. } agree

Should you require any further information or clarification, please do not hesitate to contact us.

Yours faithfully,

Sincerely,



PAUL KOMBOI, OBE, GCL
Chief Executive Officer