



## MERGER NOTICE NO 32: 2015

### **THE PROPOSED ACQUISITION OF ADDITIONAL 49% OF THE ISSUED SHARE CAPITAL IN KWENA ROCLA (PTY) LTD BY INFRASTRUCTURE SPECIALIST GROUP (PTY) LTD, LEADING TO 100% SHAREHOLDING.**

Pursuant to section 56(1) of the Competition Act (Cap 46:09), the Competition Authority has received a merger notification for the proposed acquisition of additional 49% of the issued share capital held by Botswana Development Corporation (“BDC”) in Kwena Rocla (Pty) Ltd (“Kwena Rocla”), by Infrastructure Specialist Group (Pty) Ltd (“ISG”).

ISG is a company incorporated under the Laws of the Republic of South Africa. It is jointly controlled by Capitalworks Private Equity Partnership II [which in turn is controlled by Capitalworks Private Equity Partners (Pty) Ltd], South African Investments Partnership III [which in turn is managed by South African Investments GP Trust] and RMB Ventures Six (Pty) Ltd (“RMBV”). All the above mentioned enterprises are South African based entities.

RMBV is a subsidiary of RMB Private Equity (Pty) Ltd (“RMBPE”), which is an indirect subsidiary of FirstRand Investment Holdings (Pty) Ltd (“FRIHL”). FRIHL is a wholly owned subsidiary of FirstRand Ltd (“FirstRand”). RMBV is managed by Rand Merchant Bank, the investment banking arm of FirstRand. FirstRand is a public company listed on the Johannesburg Stock Exchange and the Namibian Stock Exchange, and is a holding company of the FirstRand Group (referring to all enterprises controlled by FirstRand whether directly or indirectly).

ISG controls 51% of Kwena Rocla and wholly owns the following South African based subsidiaries; Rocla (Pty) Ltd, Technicrete ISG (Pty) Ltd, Ocon Brick (Pty) Ltd, Rocla Pipes (Pty) Ltd and Snip Investments (Pty) Ltd. ISG is engaged in the manufacture and distribution of precast concrete products and clay stock bricks in South Africa, Botswana (through Kwena Rocla) and Namibia. In this regard, other than its controlling interest in Kwena Rocla, ISG has no other business activities in Botswana.

Kwena Rocla is a company incorporated under the Laws of the Republic of Botswana, and is owned 51% by ISG and 49% by BDC. Kwena Rocla manufactures and distributes the following precast concrete products in Botswana: pipes; culverts and base slabs; kerbs; manholes; stock troughs; sanitation pre-cast cement products; penstock rings; tunnel segments; wash troughs; gully drains; drip stones and road side pre-caste cement furniture products. Kwena Rocla’s Directors are; J.A Weber (South African), R. Robins (South African), F. Beiser (South African), J. Dube and K. Kesilwe.

According to section 57(3), of the Competition Act, “any person, including a third party not a party to the proposed merger, may voluntarily submit to the inspector or the Authority any document, affidavit, statement or other relevant information in respect of a proposed merger”.

The Competition Authority therefore seeks any stakeholder views for or against the proposed merger, which may be sent within 10 days from date of this publication to the following address:

Director, Mergers and Monopolies

Competition Authority  
Private Bag 00101  
Plot 28, Matsitama Road, Main Mall  
Gaborone  
Tel: +267 3934278 Fax: +267 3121013  
Email: [CA@competitionauthority.co.bw](mailto:CA@competitionauthority.co.bw)