

MERGER DECISION NO 33: 2025

Notice in Terms of Section 53(4) (a) (ii) of the Competition Act 2018

DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF CERTAIN ASSETS INCLUDING ALL IMPROVEMENTS AND ASSOCIATED MOVABLE ASSETS OF TATI RIVER LODGE, CARAVAN & CAMPING PROPRIETARY LIMITED BY HSNV MINING PROPRIETARY LIMITED

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 respect of the proposed acquisition of certain assets of Tati River Lodge, Caravan & Camping Proprietary Limited (“Tati River Lodge” or “the Seller”), more particularly the property, namely Lot 16076, Francistown including all improvements and associated movable assets located within the property boundary including but not limited to furniture, fittings, furnishings, branding, naming rights and all associated intellectual property and goodwill rights (the “Target Enterprise”) by HSNV Mining Proprietary Limited (“HSNV Mining” or “the Acquiring Enterprise”).

The Acquiring Enterprise, HSNV Mining, is company incorporated in accordance with the Laws of Botswana. It is wholly owned by Boikhutso Ramahobo, a Motswana individual, with other business interests in Botswana not related to the proposed transaction. The Target Enterprise is owned by Tati River Lodge, which is currently in liquidation. Prior to being placed in liquidation, the Tati River Lodge was under the joint control of Abel Khupe and Duduzile Beryl Khupe, both Batswana individuals.

Relevant Market

In terms of the activities of the Merging Parties, the Acquiring Enterprise is a construction, property development and project management company, offering integrated solutions across the built environment.

The company specialises in real estate development, civil engineering works, and the provision of project management services for both public and private sector clients.

The Acquiring Enterprise does not directly or indirectly control any firm in Botswana. On the other hand, prior to being placed in liquidation, the Tati River Lodge operated a hospitality business, which included the provision of accommodation, conferencing facilities, restaurant and bar services, as well as caravan and camping facilities. The business primarily served both domestic and international travelers, corporate clients, and event-based clientele in Francistown and surrounding areas. It is worth noting that The Target Enterprise is currently non-operational, and has no ongoing commercial activity, market presence, or employees.

The transaction amounts to the disposal of the assets of the Target Enterprise that have been made available for sale as part of the liquidation process. The disposal is intended to facilitate the efficient realisation of value for the benefit of creditors, in accordance with the objectives of the liquidation proceedings. Therefore, no competition concern expected to rise as result of the merger post implementation as the merger is not expected to alter the relevant market structure post-implementation.

Competitive Analysis and Public Interest

The Authority has established that the Proposed Transaction is not likely to result in a substantial lessening of competition, nor endanger the continuity of service in the market relevant in Botswana. 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 Competition Act 2018. Moreover, the merger has the potential to yield benefits in the relevant market in Botswana.

The Determination

Pursuant to the provision of section 53 of the Competition Act, 2018, the Authority has decided to unconditionally approve the proposed acquisition of certain assets of Tati River Lodge, Caravan & Camping Proprietary Limited, more particularly the property, namely Lot 16076, Francistown including all improvements and associated movable assets located within the property boundary including but not limited to furniture, fittings, furnishings, branding, naming rights and all associated intellectual property and goodwill rights by HSNV Mining Proprietary Limited.

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 8th day of September 2025.

Gideon G. Nkala, Chief Executive Officer, Competition and Consumer Authority,
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