

# DJ Phoenician Corporation V Limited REPLACEMENT ANNOUNCEMENT

TIDMPHVP

Phoenician Corporation V Limited ('the Company')

Acquisition of Prime Investments Group Limited ("Prime") and

Posting of Re-Admission Document to Shareholders

The Company is pleased to announce that it has today entered into an acquisition agreement to purchase the entire issued share capital of Prime. The agreed aggregate consideration for the Prime shares, is GBP312,458,090.60 which is being met by the issue of shares in the Company. The Company has applied to PLUS Markets for the re-admission of its entire issue share capital as increased by the allotment of the said consideration shares to Prime shareholders (the "Readmission"). As the acquisition constitutes a Reverse Takeover under the PLUS Rules, it is subject to the approval of Company shareholders being given at the General Meeting, notice of which is set out at the end of the Admission Document posted to shareholders today.

Prime's primary objective is to identify real estate and other investments in Middle Eastern and North African countries and other regions of the world. Its principal assets are currently the projects described in more detail below. Prime's main objective is to invest in a mixture of immediate cash generating assets and capital appreciating assets that are, where possible, Shari'ah compliant.

The Projects

## 1. The Rose Rayhaan by Rotana Tower Hotel (the "Hotel")

The Hotel is situated on Sheikh Zayed Road, parallel to the Dubai International Finance Centre district of Dubai and has 67 floors (excluding mezzanine and underground area) (it is a 72 storey structure) and a total built-up area of 566,885 square feet including 482 studio and suite-style serviced apartments.

The Hotel has two food and beverage outlets together with a fitness centre, 10 meeting and conference rooms and 24 high-tech serviced offices with a total area of 15,800 square feet on the 5th and 6th floors. The Hotel has been completed as per a certificate of completion issued by the Dubai Municipality on 8 April 2009 and opened on 23 December 2009.

Following commencement of a private placement by Prime during the period of February to September 2010, Prime Investments entered into an Assignment Agreement with ABBCO Facility Management L.L.C ("ABBCO") which in turn enabled

Prime to enter into a Capital Lease Agreement with Bonyan International Investment Group (Holding) LLC ("Bonyan"). Both agreements are fully described in the Admission Document posted to Company shareholders today.

The total value of the Prime private placement referred to above, which was made up of both cash and a set-off of debts, was GBP312,458,090.60 and was achieved by issuing 1,562,020,000 Prime shares at a price of GBP0.20 each.

Under the terms of the Assignment Agreement, Prime purchased, for the sum of AED385,483,625, all the rights, benefits, obligations and privileges in respect of the Hotel for a period of five years. ABBCO derives its title through the Head Lease which was granted in 2003 for a period of 13 years at an annual rent of AED4,000,000 which has subsequently been extended for a further period of three years by the owner of the plot and the Hotel until December 2018.

Prime entered into the Capital Lease Agreement on 2 February 2010, and two addenda to the Capital Lease Agreement dated 29 September 2010 and 12 October 2010 respectively, with Bonyan which has undertaken to run and operate the Hotel for six years until December 2016. Bonyan shall have the benefit of all monies collected by running and operating the Hotel and in return Bonyan shall pay to Prime, as consideration, AED110,000 000 per annum for each year during the first five years of the lease term of the said Capital Lease Agreement and AED 65,000,000 for the final and sixth year of the lease term.

This sums of AED110,000,000 (equivalent to \$29,972,752.05) (for each of the first five annual terms and the final annual lease year payment of AED65,000,000 (equivalent to \$17,711,171.67)) have been guaranteed for the duration of the Capital Lease Agreement by both a corporate guarantor and a personal guarantee, by one of the proposed directors, Abdulla Saeed Abdulla Mohamed Brook Al Hamiri. Accordingly, the annual payments will be receivable regardless of the performance of the Hotel.

## 2. The Eye of Ajman

Following the aforementioned private placement by Prime, Prime purchased the Eye of Ajman plots from Bonyan pursuant to a Land Sale Contract for the sum of \$396m which was met by the allotment of shares in Prime.

The Eye of Ajman plots are a master planned community development located at the junction of Emirates Road and Sheikh Khalifa Bin Zayed Street 104 in Ajman, United Arab Emirates. The Eye of Ajman land area is 6,271,420 square feet. The master plan, as set by Bonyan, consists of 109 multi-use plots with a total area of 2,258,197 square feet.

The acquisition by the Company of the entire issued share capital of Prime and Readmission of the Company's shares (as enlarged by the allotment of the consideration shares) are subject to approval by Company shareholders at a

General Meeting to be held at 12 p.m at Al Saeed Tower, Sheikh Zayed Road, 29th Floor, Dubai UAE on 20 January 2011.

A copy of the Admission Document has been sent to shareholders today which contains full details of the resolutions to be passed by shareholders of the Company. Also, a copy of the Admission Document will be available on the PLUS Markets website.

The market will be updated after the General Meeting.

The Expected Timetable of Principal Events is as follows:

Publication of the Admission Document 24 December 2010

Last time and date for receipt of Forms of Proxy 12 pm on 18 January 2010

General Meeting 20 January 2011

Completion date of the Acquisition 20 January 2011

Admission effective and dealings commence in the Enlarged Share Capital on PLUS 24 January 2011

CREST accounts credited (where applicable) 24 January 2011

Definitive share certificates issued (where applicable) 31 January 2011

\*\*END\*\*

Contact:

Jason Futko, Phoenician Corporation V Limited

Second Floor, Olde Towne Marina

Sandy Port, West Bay Street

PO Box N4825

Nassau, Bahamas

T: 0014163193111

E: jfutko@gmail.com

Gerard Thompson & John May

City & Westminster Corporate Finance LLP

2nd Floor, Stanmore House

29-30 St James's St.

London SW1W 1HB

T: 004420 7766 0080

F: 004420 7839 5870

E: gthompson@city-westminster.com or jmay@city-westminster.com

END

(END) Dow Jones Newswires

December 24, 2010 08:04 ET (13:04 GMT)