

DISCLOSURE - FTGR - 25/2/2008

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J.S.C.

السادة هيئة الأوراق المالية المحترمين

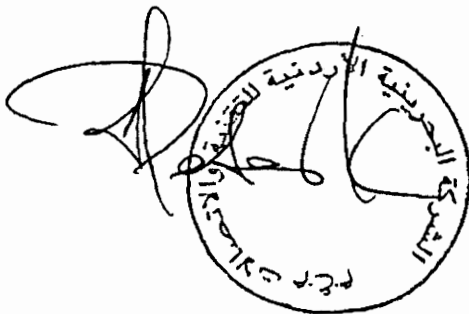
تحية طيبة وبعد،

نرجو إعلامكم بأننا قد تقدمنا اليوم بطلب لإيقاف التداول على أسهم الشركة نظراً لإستلام الشركة عرضاً من شركة أمنية للهواتف المتنقلة (أمنية) لشراء كامل أسهم الشركة وحسب المرفق .

وتفضلوا بقبول فائق الاحترام والتقدير،،،

رئيس مجلس الإدارة

بيتر كارليوبوليس



هيئة الأوراق المالية الدائرة الإدارية الديوان ٢١ شباط ٢٠٠٨ الرقم المتسلسل ٤٤٤ رقم الملف الجهة المختصة

١١ / ٢٠٠٨ / ٢٦ / ٢٥٨٩ / ٠٨ / ١٢.٥١

(١٥)



SUBJECT TO CONTRACT
In Strict Commercial Confidence

19 February 2008

Y O A 9 . A . Y Y I X, E Y

The Chairman &
Board of Directors
Batelco Jordan

The Chairman &
Board of Directors
Batelco Middle East Company SPC

J.S.C.

c/ Ihab Hanawi
Chief Executive Officer
Batelco Jordan
PO Box 81191
Amman, Jordan

Dear Sirs,

Binding Offer to the Shareholders of Batelco Jordan (BJ)

Umniah Mobile Company Private Shareholding Company (*Umniah*) is pleased to submit a binding offer (*the Offer*) for the acquisition of a 100% shareholding of BJ (*the Acquisition*), on the terms set out in this letter.

1. Consideration for the Acquisition:

The Offer is for an all-cash consideration of JD 10,628,655 million for the Acquisition, representing JD 1.7 per share, based upon 6,252,150 million shares.

2. Offer Terms

The Offer for the Acquisition is open for written acceptance by BJ and BMEC on or by 5.00pm on 19 February 2008 (*the Acceptance Date*).

The Offer is subject, but not limited to, the fulfilment of the following conditions (*the Offer Terms*):

- the Offer being approved by the Extraordinary General Assembly of Umniah, BJ and Batelco Middle East (*BMEC*), in accordance with their respective Articles of Association on or by 18 March 2008;

- BJ, BMEC and Umniah complying unconditionally with all regulatory and licensing requirements from any competent authority in Jordan for the approval of the Acquisition, including but not limited to the Jordan Telecommunications Regulation Commission;
- acceptance by the Acceptance Date; and
- any other terms or conditions that Umniah requires to be met in respect of the Acquisition.

Umniah has the right to cancel the Acquisition, if the Acquisition is not completed by 18 March 2008.

3. Contact Information

Detailed below is the authorised contact with respect to this Offer:

Dr Ghassan Murad
Senior Manager M&A
Batelco Group
Mobile: +973 39674114
Email: Ghassan_Murad@btc.com.bh

4. Other Conditions

This Offer is made in the strictest confidence to BJ and BMEC, pending the satisfaction of the Offer Terms. BJ and BMEC shall not, without the prior written consent of Umniah, issue or publish a press release or other public statement relating to this Offer or otherwise disclose to any third party, the terms of this Offer.

Umniah shall be under no legal obligations of any kind whatsoever with respect to the Acquisition by virtue of this Offer, unless and until it is satisfied with the fulfilment of the Offer Terms. This Offer is to be construed and interpreted in accordance with Jordanian law.

We look forward to discussing and progressing with you the Offer and Acquisition in accordance with the terms of this letter.

Yours Sincerely,



Sheik Hamed bin Abdulla Al Khalifa

Chairman
Umniah Mobile Company (Private Shareholding Company)