

19<sup>th</sup> May 2011  
Ref.:TB/SH/RB/499/05-11/HA

19 مايو 2011  
رقم الإشارة: بت/ب/ش/م/رب/499-05/11/هـ س

M/S Mariam Al Suwaidi  
Deputy CEO, Legal Affairs, Issuance &  
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Abu Dhabi – UAE

السيدة/ مريم السويدي المحترمة  
نائب الرئيس التنفيذي للشؤون القانونية والإصدار والبحوث  
هيئة الأوراق المالية والسلع  
ابوظبي - الامارات العربية المتحدة

Mr. Hassan A. Al Serkal  
Senior Vice President – COO  
Market Operation Division  
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Dubai – UAE

السيد/ حسن عبدالرحمن السركال المحترم  
نائب رئيس أول – رئيس تنفيذي العمليات  
إدارة العمليات  
سوق دبي المالي  
دبي - الامارات العربية المتحدة

**Subject: AED1,700,000,000 Trust  
Certificates due 2011 of Tabreed 08  
Financing Corporation**

**الموضوع: 1,700,000,000 درهم شهادات إنتمائية  
مستحقة في 2011 "التبريد 08 فايننسنج كورپوريشن"**

Greetings,

تحية طيبة وبعد،

With reference to Article 36/11 of the Disclosure and Transparency Regulations number 3 for the year 2000 (as amended), we would like to inform you that the attached form of announcement has been released on the Regulatory News Service provided by the London Stock Exchange.

بالإشارة إلى المادة رقم (36/11) من النظام الخاص بالإفصاح والشفافية رقم (3) لسنة 2000 المعدل، نحيط سيادتكم علماً بأن نموذج الإعلان المرفق تم إصداره عن الخدمة الاخبارية التنظيمية المقدمة من قبل بورصة لندن.

Yours Sincerely,



وتفضلوا بقبول فائق التقدير والاحترام،

*Amanda Webb*

Amanda Webb  
Internal Audit Manager

أماندا ويب  
مدير التدقيق الداخلي

**NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES, THE CAYMAN ISLANDS OR IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE REPUBLIC OF ITALY (SEE "OFFER AND DISTRIBUTION RESTRICTIONS" BELOW)**



19 May 2011

**National Central Cooling Company PJSC announces the settlement today of its tender offer for the AED1,700,000,000 Trust Certificates due 2011 (ISIN: XS0359799136) of Tabreed 08 Financing Corporation and reminds any remaining Certificateholders of the final redemption procedures for the Certificates**

### **Settlement of the Offer**

National Central Cooling Company PJSC (**Tabreed**) announced on 2 March 2011 an invitation to holders of the AED1,700,000,000 Trust Certificates due 2011 (ISIN: XS0359799136) (the **Certificates**) of Tabreed 08 Financing Corporation (the **Certificateholders** and the **Issuer**, respectively) to tender their Certificates for purchase by Tabreed (the **Offer**). The Offer expired on 16 March 2011.

Tabreed announces and gives notice to Certificateholders that settlement of the Offer and the delivery of the relevant Shares took place today following receipt of the final regulatory approvals required.

### **Mandatory redemption of the remaining Certificates**

Holders of any Certificates remaining following today's settlement of the Offer are further reminded that today is also the mandatory redemption date of the Certificates (the **Maturity Date**).

The redemption of such Certificates following the Maturity Date, which redemption is to be by delivery of Shares by way of Physical Settlement, is subject to the delivery by each remaining Certificateholder of a duly completed Exercise Notice to the Issuer and the Principal Paying and Exchange Agent by no later than the Maturity Date in accordance with Condition 6.8 or as otherwise specified in the new Condition 6.1 (*Mandatory Redemption*). The latest date for the delivery of any such Exercise Notice is the 60th Trading Day after the Maturity Date.

The Issuer will have no obligations in respect of any Certificateholder who fails to complete an Exercise Notice within the relevant periods prescribed above.

The Offer and Proposal were made on the terms and subject to the conditions contained in the Tender Offer Memorandum dated 2 March 2011 (the **Tender Offer Memorandum**) and this announcement should be read in conjunction with the Tender Offer Memorandum and the announcements by Tabreed dated 2, 16 and 28 March 2011 and 1 and 20 April 2011. Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Tender Offer Memorandum and the Conditions.

Morgan Stanley & Co. International plc acted as Dealer Manager. Lucid Issuer Services Limited acted as Tender Agent. For detailed terms of the Offer and the Proposal please refer to the Tender Offer Memorandum, copies of which can be obtained from the Tender Agent referred to below.

**Dealer Manager**

**Morgan Stanley & Co. International plc**

25 Cabot Square  
Canary Wharf  
London E14 4QA  
United Kingdom

Telephone: +971 4 363 4829  
Attention: Yavar Moini  
Email: tandem\_ecm@morganstanley.com

**Tender Agent:**

**Lucid Issuer Services Limited**

Leroy House  
436 Essex Road  
London N1 3QP  
United Kingdom

Telephone: +44 20 7704 0880  
Fax: +44 20 7067 9098  
Attention: Sunjeeve Patel / Thomas Choquet  
Email: tabreed@lucid-is.com

**Principal Paying and Exchange Agent:**

**The Bank of New York Mellon**

One Canada Square  
Canary Wharf  
London E14 5AL  
United Kingdom

Email: corpsovcee@bnymellon.com

**DISCLAIMER**

Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or the solicitation of an offer to sell Certificates. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of Tabreed, the Issuer, the Dealer Manager and the Tender Agent to inform themselves about and to observe any such restrictions.