THIS IS A PUBLIC OFFER TO SUBSCRIBE FOR SHARES IN A PUBLIC SUBSCRIPTION IN THE UAE ONLY

PHOENIX GROUP PLC

A free zone public company limited by shares incorporated in the Abu Dhabi Global Market

(the "Company")



10 November 2023

The Company is pleased to announce the public offer to subscribe for Company's shares in a public subscription in the United Arab Emirates ("UAE") only. The share capital of the Company is USD 140,000,000 (being equivalent to 514,150,000 UAE dirhams) divided into 5,141,500,000 shares ("Shares"), having nominal value of USD 0.027 (AED 0.10) each. By way of capital increase, the Company is offering 907,323,529 Shares ("Offer Shares"), representing 17.647% of the share capital of the Company before the Offering, in a public subscription in the UAE only (the "Offering"). Following the Offering and provided that the Offer Shares are subscribed in full, the share capital of the Company will be USD 164,705,882 (AED 604,882,352.9) divided into 6,048,823,529 Shares, having nominal value of USD 0.027 (AED 0.10) each. The Company reserves the right to amend the size of the Offering at any time prior to the end of the subscription period at its sole discretion, subject to applicable laws and the approval of the UAE Securities and Commodities Authority ("SCA" or "Authority"). The offer price per share will be AED 1.50 (the "Offer Price") and the total value of the Offer Shares will be AED 1,360,985,294. The Offer Shares will be duly and validly issued as at the date of listing of the Offer Shares (the "Listing") on the Abu Dhabi Securities Exchange (the "ADX").

Approval of the competent authorities

The SCA has approved the publication of this announcement. However, such approval does not constitute an endorsement of the feasibility of investment nor a recommendation to subscribe for the Offer Shares. This announcement must be read in conjunction with the Prospectus prepared by the Company in relation to the Offering ("Prospectus"). The SCA is not considered responsible for the accuracy, completeness or adequacy of the information contained in the Prospectus and the SCA does not bear any responsibility for any damages or losses incurred by any person as a result of relying on the Prospectus or any part of it. The members of the Company's board of directors ("Board of Directors"), jointly and severally, bear full responsibility regarding the validity of the information and data contained in the Prospectus, and they confirm, to the extent of their knowledge and belief, and subject to due diligence and after conducting reasonable enquiries, that there are no other facts or material information, which were not included in the Prospectus that renders any statement contained therein misleading to the subscribers or influencing their decision to invest.

The Shares have not been registered with any other regulatory authority in any other jurisdiction. Prior to the Offering, the Shares have not been listed on any financial market and there has been no public market for the Shares. Following the closing of the Offer Period, and the completion of the subscription process, the Company will apply to list its Shares on the ADX.

Investment risks

Investing in the Offer Shares involves a high degree of risk. Prospective investors should carefully

review the "Investment Risks" and "Important Notice" sections of the Prospectus to inform themselves about factors that should be considered before submitting a subscription application for the Offer Shares.

Overview

The primary object of the Company is to act as the holding company for its twenty-nine (29) subsidiaries ("**Subsidiaries**"), which are owned directly or indirectly by the Company as follows:

Subsidiary	Shareholders	No. of Shares	Share Capital (AED)	Share Capital (USD)	Ownership
Phoenix Holding Corporation Limited	Phoenix Group Plc	100	367.25	100	100%
Phoenix Worldwide Holdings Limited	Phoenix Group Plc	100	367.25	100	100%
Phoenix Assets Holdings Limited	Phoenix Holding Corporation Limited.	100	367.25	100	100%
Phoenix Management Holdings Limited	Phoenix Holding Corporation Limited.	100	367.25	100	100%
Phoenix CoHost Holdings Limited	Phoenix Holding Corporation Limited	100	367.25	100	100%
Phoenix Trade Ventures Holdings Limited	Phoenix Holding Corporation Limited	100	367.25	100	100%
Phoenix Digital Solutions Holdings Limited	Phoenix Holding Corporation Limited	100	367.25	100	100%
Phoenix Inv Holdings Limited	Phoenix Holding Corporation Limited	100	367.25	100	100%
Phoenix Serveco Holdings Limited	Phoenix Worldwide Holdings Limited	100	367.25	100	100%
Phoenix BT Holdings Limited	Phoenix Worldwide Holdings Limited	100	367.25	100	100%
Phoenix Global Ventures Holding Limited	Phoenix Worldwide Holdings Limited	100	367.25	100	100%
Phoenix MENA Holdings Limited	Phoenix Worldwide Holdings Limited	100	367.25	100	100%

Phoenix Namo Mining Holdings Limited	Phoenix MENA Holdings Limited	100	367.25	100	100%
Phoenix Misr Mining Holdings Limited	Phoenix MENA Holdings Limited	100	367.25	100	100%
PGM Holdings Limited	Phoenix Digital Solutions Holding Limited	100	367.25	100	100%
Phoenix World Electronics Trading LLC	Phoenix Management Holdings Limited	100	100,000	27,229.40	100%
Phoenix Data Centre Limited	Phoenix Cohost Holdings Limited	100	100,000	27,229.40	100%
PTC Cloud Tech FZCO	Phoenix CoHost Holdings Limited	100	100,000	27,229.40	100%
Mega Phoenix Electronics Trading LLC	Phoenix Trade Ventures Holdings Limited	100	100,000	27,229.40	100%
Phoenix Computer Equipment Trading Ltd	Phoenix Trade Ventures Holdings Limited	150	150,000	40,844	100%
Phoenix Techco Cryptocurrency Mining LLC – OPC	Phoenix Digital Solutions Holding Limited	100	100,000	27,229.40	100%
Phoenix Ventures Limited	Phoenix Inv Holdings Limited	500	50,000	13,614	100%
Block One Technology Inc	Phoenix Serveco Holdings Limited	50	367.25	100	100%
Advanced Power Solutions Inc	Block One Technology Inc	100	N/A	N/A	100%
Phoenix World Electronics LLC	Advanced Power Solutions Inc.	N/A	N/A	N/A	100%
Absolute Power Solutions Inc.	Phoenix World Electronics LLC	2,000	7,345	2,000	100%
Phoenix Operations & Maintenance LLC	Phoenix World Electronics LLC	N/A	100,993	27,500	100%
Block Zero Hs Inc	Phoenix World Electronics LLC	1,000	3,672.5	1,000	100%

Phoenix Electronics Logistics Limited	Phoenix Global Ventures Holding Limited	100	367, 250	100,000	100%
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In this announcement, the Company, together with the Subsidiaries, shall be referred to as the "Group".

History and Objects of the Group

The Group has established itself as a global leader in the development, operation and management of crypto data centers. It has also expanded its global footprint across UAE, Oman, Canada, USA and other regions through various business segments, including hosting, trading, retail, cloud-mining and the establishment of the UAE's first fully regulated digital asset exchange. It is also the exclusive distributor of industry-leading mining equipment MicroBT across various geographies.

The competitive advantage and success of the Group is attributed to the visionary leadership of its founders and stakeholders, first-mover advantage in the digital mining space, the ability to secure competitively priced utilities at quasi – governmental levels, access to equipment and access to capital which has been utilized in the most cost effective manner, resulting in exemplary returns and revenue.

The Company's IPO is one of the first crypto asset mining listing to take place in the Middle East region and will further enhance the growth and vision of the Company to pave the way to a more decentralized future for all.

The Company, through its Subsidiaries and affiliates located both locally and internationally operate various sectors, including Data Mining, Data Center Solutions, Hosting of Crypto-currency Mining Equipment, Self-Mining, Trading of High Performance Computing Equipment, and Regulated Crypto-currency marketplace and Exchange.

Data Mining and Data Center Solutions

In 2020, the Company expanded from mining into data centers. With growing mining operations, the Group tapped industry leaders to develop large-scale data centers globally paving its way into the industry.

The Group provides development, operations and maintenance of specialized state of the art data centers, and operation of data mining equipment (hosting services) with high performance computing power and accumulation of digital assets. Phoenix has a dedicated team of experts spanning design, construction, and operation of data centers, with teams in the UAE and USA.

Phoenix carries out the operations and management of the data center facilities in Citadel Project in Abu Dhabi, which is the region's largest crypto-mining facility spanning over a total of circa 100,000 sqm, equipped with latest top of the range equipment (custom-built for the desert climate).

Hosting of Crypto-currency Mining Equipment and Self-Mining

The Group is a leading global hosting provider offering services, including colocation for mining. Clients receive secure rack space, power, cooling, maintenance, warranty, and repair services, backed by strict SLAs and 24/7 monitoring. A dedicated team enhances and elevates the customer experience.

Exclusive Distribution Rights

Phoenix Computer Equipment Trading (a wholly owned Phoenix subsidiary) proudly holds the distribution rights for industry-leading technology hardware brands and accessories (Bitcoin mining equipment and crypto-wallets) with WhatsMiner (the leading brand and pioneer of mining hardware and design developed by MicroBT), with exclusivity rights across the UAE, GCC countries, Egypt, Turkey and Kenya, which gives the Group a competitive advantage in this space.

Regulated Crypto-currency Marketplace and Exchange

M2 (a Group's affiliate and founded by the Group leadership) is an Abu Dhabi-based crypto exchange that aims to revolutionise the financial landscape through exceptional returns in digital assets. With a focus on security, transparency, and global licenses, including ADGM and the Bahamas. M2 serves retail and institutional clients worldwide. Their offerings encompass trading, earning, crypto-based finance, virtual asset loans, utility tokens, stablecoins, launchpads, and M2 Ventures. M2 targets VIP individuals and assertive investors for diversifying portfolios, along with family offices and wealth managers seeking crypto yield and structured products.

International Footprint

The Group is actively expanding its data centres worldwide. In the US and Canada alone, it currently operates approximately 100MW, and is looking to add an additional 20 MW in Canada. Additionally, the Group has secured power agreements in the USA, launching 50MW and 45MW facilities, in the near future.

In 2023, the Group partnered with Green Data City in Oman for a 150MW facility. Additionally, Phoenix is looking to securing opportunities across Middle East, which will come to fruition in the near future.

Trading

Phoenix Group's journey in the crypto mining industry evolved as it transitioned into a prominent supplier of mining equipment, serving both individuals and corporations. By 2021, sales trading reached \$161 million, and in 2022, it surged to \$715 million due to exclusive agreements with leading manufacturers including Bitmain and MicroBT. Despite market fluctuations, Phoenix thrived, culminating in a record-breaking investment in a 250MW data mining Abu Dhabi. Despite crypto winter, sales remained robust in 2023, reflecting Phoenix's agility and commitment to market expansion. The company also solidified its position by partnering with leading hard wallet vendors, for sale of retail digital hardware such as cold digital wallets via its showrooms in UAE and other regions, alongside its retail and trading activities of mining equipment. Phoenix's future prospects in equipment sales and trading remain promising, with a focus on strategic collaborations and distributor agreements.

Cloud mining (digitalmining.com)

In 2023, Phoenix expanded its product range, offering a more accessible investment model through digitalmining.com. Clients purchase machine hash rate for a specified duration. A full website launch and marketing campaigns are planned to establish Phoenix as a cloud mining leader in the near future.

Shareholders of the Company

Major Shareholders of the Company as at the date of the Offering:

Shareholder	Number of Shares	Percentage
Agora SPV Ltd.	2,541,749,858	49.44%
Okab Okab Sakr	24,165,050	0.47%
Najib Abou Hamzeh	616,363,020	11.99%
Seyedmohammad Alizadehfard	323,477,368	6.29%
Echo Holding Limited	184,844,211	3.60%
Vertex Holding Limited	120,056,315	2.34%

Horizon Holding Limited	138,633,158	2.70%
Hyperion Holdings Ltd	217,191,947	4.22%
Hades Holdings Ltd	205,084,652	3.99%
Artemis Holdings Ltd	194,086,421	3.77%
Maple Tree Holdings Ltd	61,698,000	1.20%
International Tech Group Sole Proprietorship LLC	514,150,000	10.00%
TOTAL:	5,141,500,000	100%

Shareholders of the Company upon completion of the Offering:

Shareholder	Number of Shares	Percentage
Agora SPV Ltd.	2,541,749,858	42.02%
Okab Okab Sakr	24,165,050	0.40%
Najib Abou Hamzeh	616,363,020	10.19%
Seyedmohammad Alizadehfard	323,477,368	5.35%
Echo Holding Limited	184,844,211	3.06%
Vertex Holding	120,056,315	1.98%
Horizon Holding Limited	138,633,158	2.29%
Hyperion Holdings Ltd	217,191,947	3.59%
Hades Holdings Ltd	205,084,652	3.39%
Artemis Holdings Ltd	194,086,421	3.21%
Maple Tree Holdings Ltd	61,698,000	1.02%
International Tech Group Sole Proprietorship LLC	514,150,000	8.50%
Professional Subscribers	846,835,294	14.00%
Retail Subscribers	60,488,235	1.00%
TOTAL	6,048,823,529	100%

Upon the completion of the Offering, and provided that the offer size is not increased, the Company's paid-up share capital shall be AED 604,882,352.9 (equivalent to USD 164,705,882), divided into 6,048,823,529 Shares with a nominal value of AED 0.10 (USD 0.027) each.

The Company reserves the right to amend the size, tranches and dates of the Offering at any time prior to the end of the subscription period at its sole discretion, subject to the approval of the SCA.

Board of Directors

The Board of Directors of the Company consists of five (5) members, which are appointed for a term of three (3) years.

The members of the Board of Directors of the Company are as follows:

Name	Date of Birth	Nationality	Capacity
H.E Tareq Abdulraheem Ahmed Rashed Alhosani	25 March 1974	Emirati	Chairman Board Member
Ms. Elham Alqasim	22 July 1982	Emirati	Board Member
Mr.Fady M Y Dahalan	5 October 1990	Emirati	Board Member
Mr. Seyedmohammad Alizadehfard	5 December 1987	Dominica	Board Member Group CEO
Mr. Munaf Ali	12 September 1974	British	Board Member Group Managing Director

Key Terms of the Offering

- Name of the Company: Phoenix Group PLC
- Share Capital: The share capital of the Company, prior to the Offering, is 140,000,000 (being equivalent to 514,150,000 UAE dirhams) divided into 5,141,500,000 Shares having nominal value of USD 0.027 (AED 0.10) each.
- Percentage, number and type of Offer Shares: The Company is offering 907,323,529 Shares having nominal value of USD 0.027 (AED 0.10), representing 17.647% of the share capital of the Company before the Offering.
- Offer price: AED 1.50
- Offer period: The offer period commences on 16 November 2023 and ends on 18 November 2023 ("Offer Period").
- **Subscription costs / Offering expenses:** All expenses of the Offering will be borne by the Company.
- Lead Receiving Bank: First Abu Dhabi Bank PJSC
- Lead Manager: First Abu Dhabi Bank PJSC
- Lead Placement Agent: International Securities LLC
- Eligibility of the qualified categories of Subscribers to apply for the acquisition of Offer Shares:

First Tranche (Retail Subscribers)

The Company allocated 60,488,235 Shares, representing approximately 6.67% of the Offer Shares to First Tranche (Retail Subscribers).

The Retail Subscribers are natural persons (including natural persons constituting Assessed Professional Investors who do not subscribe to the Professional Offer Shares), companies and establishments who do not qualify as Professional Investors who have a bank account (except for any person who is resident in the United States within the meaning of the US Securities Act 1933, as amended (the "US Securities Act").

Minors are permitted to apply for Offer Shares in accordance with the procedures applied by the Lead Receiving Bank and the laws in force in this regard.

All Subscribers in the First Tranche (Retail Subscribers) must hold a NIN with the ADX.

If all of the Retail Offer Shares are not fully subscribed, the unsubscribed Retail Offer Shares will be available to Professional Subscribers, or alternatively (in consultation with the SCA) the Company may accept the Offering at the level of applications received.

The minimum application size for Retail Subscribers is AED 5,000 with any additional application in increments of AED 1,000.

There is no maximum application size for Retail Subscribers.

Second Tranche (Professional Subscribers)

The Company allocated 846,835,294 Shares, representing approximately 93.33% of the Offer Shares, to Professional Subscribers, which are restricted to "**Professional Investors**" (as defined in the SCA Board of Directors' Chairman Decision No. 13/R.M of 2021) (as amended from time to time).

Every Subscriber must hold a NIN with ADX and bank account number in order to be eligible to apply for Offer Shares.

Regarding subscription applications and process applicable to Professional Subscribers, please refer to the relevant section of the Prospectus.

Subscription Applications – First Tranche (Retail Subscribers)

Each Subscriber may submit one subscription application only (i) in the case of a subscription application by a natural person, in his or her personal name (unless he or she is acting as a representative for another Subscriber, in which case the subscription application will be submitted in the name of such Subscriber) or (ii) in the case of a subscription application by a corporate entity, in its corporate name. In case a Subscriber submits more than one application in his or her personal name or its corporate name, the Lead Receiving Bank reserves the right to disqualify all or some of the subscription applications submitted by such Subscriber and not to allocate any Offer Shares to such Subscriber.

Subscribers must complete all of the relevant fields in the subscription application along with all required documents and submit it to the Lead Receiving Bank together with the subscription amount during the Offer Period.

The completed subscription application should be clear and fully legible. If it is not, the Lead Receiving Bank shall refuse to accept the subscription application from the Subscriber until the latter satisfies all the required information or documentation before the close of the subscription.

Subscription for Offer Shares would deem the Subscriber to have accepted the Articles of Association of the Company and complied with all the resolutions issued by the Company's general meeting. Any conditions added to the subscription application shall be deemed null and void. No photocopies of the subscription application shall be accepted. The subscription application should only be fully completed after reviewing the Prospectus and the Company's

Articles of Association. The subscription application then needs to be submitted to any of the Lead Receiving Bank's branches mentioned in the Prospectus or through electronic channels (see "*Electronic subscription*").

The Subscribers or their representatives shall affirm the accuracy of the information contained in the application in the presence of the bank representative in which the subscription was made. Each subscription application shall be clearly signed or certified by the Subscriber or his or her representative.

The Lead Receiving Bank may reject subscription applications submitted by any Subscriber for any of the following reasons:

- the subscription application form is not complete or is not correct with regard to the amount paid or submitted documents (and no Offer Participant takes responsibility for non-receipt of an allocation of Offer Shares if the address of the subscribers is not filled in correctly);
- the subscription application amount is paid using a method that is not a permitted method of payment;
- the subscription application amount presented with the subscription application does not match the minimum required investment or the increments set for the Retail Offer Shares:
- the completed subscription application form is not clear and fully legible.
- the Manager's Cheque is returned for any reason;
- if the amount in the bank account mentioned in the subscription application form is insufficient to pay for the application amount mentioned in the subscription application form or the Lead Receiving Bank is unable to apply the amount towards the application whether due to signature mismatch or any other reasons;
- if the NIN is not made available to ADX or if the NIN is incorrect;
- if the subscription application is found to be duplicated (any acceptance of such duplicate application is solely at the discretion of the Company);
- if the subscription application is otherwise found not to be in accordance with the terms of the Offering;
- if the Subscriber is a natural person and is found to have submitted the subscription application other than in his or her personal name (unless he or she is acting as a representative for another Subscriber);
- a Subscriber has not adhered to the rules applicable to the Retail Offer Share or the Professional Offer Shares:
- if it is otherwise necessary to reject the subscription application to ensure compliance with the provisions of the Companies Regulations, the Articles of Association, this Prospectus or the requirements of the SCA or the ADX; or
- if for any reason FTS/SWIFT/online/mobile/ATM subscription channels transfer fails or the required information in the special fields is not enough to process the application.

The Lead Receiving Bank may reject the application for any of the reasons listed above at any time until allocation of the Offer Shares and have no obligation to inform the subscribers before the notification of the allocation of Shares to such rejected Subscribers.

The Lead Receiving Bank may reject the application for any of the reasons listed above at any time until allocation of the Offer Shares and have no obligation to inform the subscribers before the notification of the allocation of Shares to such rejected Subscribers.

Documents Accompanying Subscription Applications

For individuals who are UAE or GCC nationals or nationals of any other country:

- The original and a copy of a valid passport or Emirates identity card; and
- In case the signatory is different from the Subscriber:
 - the duly notarized power of attorney held by that signatory or a certified copy by UAE-regulated persons/bodies, such as a notary public, or as otherwise duly regulated in the country;
 - the original passport/Emirates ID of the signatory for verification of signature and a copy of the original passport/Emirates ID; and
 - a copy of the passport/Emirates ID of the Subscriber for verification of signature; or
- In case the signatory is a guardian of a minor, the following will be submitted:
 - original and copy of the guardian's passport/Emirates ID for verification of signature;
 - original and copy of the minor's passport; and
 - if the guardian is appointed by the court, original and copy of the guardianship deed are attested by the court and other competent authorities (e.g. notary public).

For *corporate bodies* including banks, financial institutions, investment funds and other companies and establishments:

- UAE registered corporate bodies:
- The original and a copy of a trade license or commercial registration for verification or a certified copy by one of the following UAE-regulated persons/bodies; a notary public or as otherwise duly regulated in the country;
- The original and a copy of the document that authorizes the signatory to sign on behalf
 of the Subscriber and to represent the Subscriber, to submit the application, and to
 accept the terms and conditions stipulated in the Prospectus and in the subscription
 form; and
- The original and a copy of the passport/Emirates ID of the signatory.
- Foreign corporate bodies: the documents will differ according to the nature of the corporate body and its domicile. Accordingly, please consult with the Lead Receiving Bank to obtain the list of required documents.

Method of Subscription and Payment for the Retail Offer Shares

The subscription application must be submitted by a Subscriber to the Lead Receiving Bank's participating branches listed in this Prospectus and the NIN with ADX and the Subscriber's bank account number must be provided, together with payment in full for the amount he / she / it

wishes to subscribe for the Offer Shares, which is to be paid in one of the following ways:

- Manager's Cheque drawn on a bank licensed and operating in the UAE, in favor of "Phoenix Group PLC – IPO";
- Debiting a Subscriber's account with the Lead Receiving Bank; or
- Electronic subscriptions (please refer to the section on Electronic subscription in the offering Prospectus).

Details of the Subscriber's bank account must be completed on the subscription application form even if the application amount will be paid by Manager's Cheque.

The subscription amount may not be paid or accepted by the Lead Receiving Bank using any of the following methods:

- In cash;
- Cheques (not certified); or
- Any other mode of payment other than mentioned above.

Subscription amounts

Retail Subscribers must submit applications to purchase the Offer Shares in the amount of AED 5,000 or more, with any subscription over AED 5,000 to be made in increments of AED 1,000.

Notice of Allocation

A notice to successful Retail Subscribers will be sent by way of SMS initially confirming the acceptance of subscription and number of offered shares allocated to them. This will be followed by a notice setting out each Subscriber's Share allocation, which will be sent by registered mail to each Subscriber.

Timetable for subscription and listing

Event	Date
Offering commencement date	16 November 2023
(The Offer Period shall continue for three days, including Saturdays, for the purposes of accepting Subscribers' applications)	
Closing Date of Offering	18 November 2023
Preparation of Allocation of Shares – Retail Subscribers	24 November 2023
SMS Confirmation to all Subscribers	25 November 2023
Commencement of refunds of investment surplus to the Subscribers	25 November 2023
Expected date of Listing the Shares on ADX	4 December 2023

The Prospectus is available on the website of the Company at: www.phoenixgroupuae.com/IPO

Name and contact details of Offer Participants:

Lead Receiving Bank First Abu Dhabi Bank PJSC

FAB Building
Khalifa Business Park, Al Qurm District
PO Box 6316
Abu Dhabi, United Arab Emirates

Lead Manager First Abu Dhabi Bank PJSC

FAB Building
Khalifa Business Park, Al Qurm District
PO Box 6316
Abu Dhabi, United Arab Emirates

Lead Placement Agent International Securities LLC

Al Bateen Towers, C2, 13th Floor PO Box 107077 Abu Dhabi, United Arab Emirates

IPO Legal Counsel Hadef & Partners LLC

12th Floor, The Blue Towers, Khalifa Street, P.O. Box 3727 Abu Dhabi, United Arab Emirates

Listing Advisor International Securities LLC

Al Bateen Towers, C2, 13th Floor PO Box 107077 Abu Dhabi, United Arab Emirates

Company's Accountants Crowe Mak

P.O Box 109460 Abu Dhabi, United Arab Emirates

IPO Subscription Auditors Ernst & Young

26th Floor, Nation Tower 2, Corniche P.O. Box 136 Abu Dhabi, United Arab Emirates

Legal Adviser to the Lead Manager IBRAHIM & PARTNERS

24th Floor, AI Sila Tower ADGM Square Tel: +(971) 2694 8668 E-mail: Info@inp.legal P.O. Box 5100746 Abu Dhabi, United Arab Emirates

Investor Relations Officer

Sheharyar Haider Malhi (CFO) / Farah Zafar (GCLO)

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