

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ CAREFULLY.

If you are in any doubt about its contents or the action to take, please consult your Stockbroker, Accountant, Banker, Solicitor or any other professional adviser for guidance immediately.

For Information concerning certain risk factors which should be considered by prospective investors, see Risk Factors on pages 13.

ABRIDGED PARTICULARS OF THE PROSPECTUS

DAAR COMMUNICATIONS PLC



RC:117587

Initial Public Offering By way of an Offer for Subscription of

1,829,478,000

Ordinary Shares of 50 kobo each at

₦5.00 per share

And

Daar Investment & Holding Company Limited Offer for Sale of

960,000,000

Ordinary Shares of 50 kobo each at

₦5.00 per share

Payable in full on Application

**APPLICATION LIST OPENS: FEBRUARY 25, 2008
APPLICATION LIST CLOSSES: MARCH 31, 2008**

LEAD ISSUING HOUSES

BGL SECURITIES LIMITED RC269666

SKYE BANK PLC RC 142191

FIDELITY BANK PLC RC 103022

JOINT ISSUING HOUSES

WEMA ASSET MANAGEMENT LIMITED
RC 375525

FIRST INLAND BANK PLC RC 112876

**SPRING CAPITAL MARKETS
LIMITED** RC 254413

**NORTHBRIDGE INVESTMENT
AND TRUST LIMITED** RC 497385

ECOBANK NIGERIA PLC RC 89773

GREENWICH TRUST LIMITED
RC 189502

A copy of this Abridged Prospectus and the documents specified herein has been delivered to the Securities and Exchange Commission ("the Commission") for clearance and registration. This Abridged Prospectus is being issued in compliance with the provisions of the Investments and Securities Act, CAP 124 LFN 2004, the Rules and Regulations of the Commission and the Listing Requirements of The Exchange, for the purpose of giving information to the public with regard to the Offer for Subscription of 1,829,478,000 Ordinary shares of 50 kobo each of Daar Communications Plc and Offer for Sale of 960,000,000 Ordinary shares of 50 kobo each of Daar Investment & Holding Company Limited ("the Offer") by BGL Securities Limited, Fidelity Bank Plc, Skye Bank Plc, Wema Asset Management Limited, EcoBank Nigeria Plc, First Inland Bank Plc, Northbridge Investment and Trust Limited and Greenwich Trust Limited. An application has been made to the Council of The Exchange for the admission to its Daily Official List of the shares and upon admission, will qualify as securities in which Trustees may invest under the Trustees Investment Act Cap 449 Laws of the Federation of Nigeria 1990. The shares being offered rank equally in all respects with other issued shares of the Company.

The Directors of the Company individually and collectively accept full responsibility for the information contained in this Abridged Prospectus. The Directors have taken reasonable care to ensure that the facts contained herein are true and accurate in all respects and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no material facts the omission of which would make any statement herein misleading or

This Abridged Prospectus is dated February 20, 2008

CORPORATE DIRECTORY

Head Office:

Daar Communications Centre
Kpaduma Hills
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

North Central Regional Office:

Daar Communications Center
Kpaduma Hill, Off Gen. T.Y. Danjuma Street
Asokoro Extension
Abuja

North West Regional Office

Daar Communications Plc
9th Floor, Nagwamtse House
Ahmadu Bello way, Kaduna
Kaduna State

South West Regional Office:

Daar Communications Plc
No. 1, AIT Road
Ilapo Village
Alagbado
Lagos

United States of America (U.S) Office:

Daar Communications (U.S) Limited
1, Cross Island Plaza
Suit LL8A
Rosedale
N.Y 11422

North East Regional Office:

Daar Communications Plc
Damboda Road
Near School of Nursing, Maiduguri
Bornu State

South East Regional Office:

Daar Communications Plc
No. 36, Ziks Avenue
Uwani, Enugu
Enugu State

South South Regional Office:

Daar Communications Plc
NTA/Choba Road
Ozuoba, Port Harcourt
Rivers State

United Kingdom (U.K) Office:

Daar Communications (U.K) Limited
No. 7, Chapel Drive
Arlesey, BEOS
SG 15 6 PB

SUMMARY OF THE OFFER

The following information should be read in conjunction with the full text of this Prospectus, from which it was derived:

OFFER FOR SUBSCRIPTION

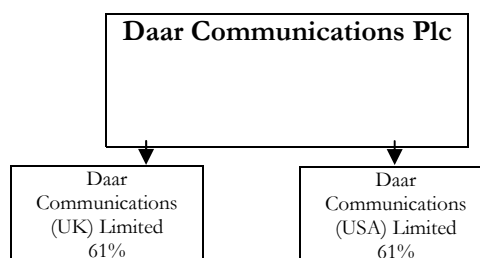
- 1. The Offer:** 1,829,478,000 Ordinary Shares of 50 kobo each in DAAR
- 2. Issuer:** Daar Communications Plc
- 3. Lead Issuing Houses:** BGL Securities Limited, Skye Bank Plc and Fidelity Bank Plc.
- 4. Joint Issuing Houses:** Wema Asset Management Limited, First Inland Bank Plc, Spring Capital Markets Limited, EcoBank Nigeria Plc, Greenwich Trust Limited and Northbridge Investment and Trust Limited.
- 5. Share Capital:**
 - Authorised** N4,000,000,000 comprising 8,000,000,000 Ordinary Shares of 50 Kobo each
 - Issued and Fully paid** N2,668,209,000 comprising 5,336,418,000 Ordinary shares of 50 Kobo each
- 6. Now Being Offered** 1,829,478,000 Ordinary Shares of 50 Kobo each in DAAR
- 7. Method of Offer** Initial Public Offering via an Offer for Subscription
- 8. Purpose of Offer:** The Offer shall fund the company's local and international expansion plans through the upgrading and expansion of local stations, upgrading and purchasing of equipment including local and international satellites and will also be used for additional working Capital.
- 9. Use of Offer Proceeds** The estimated net proceeds of N8,752,678,561.00 after deducting the cost of the Offer of N394,711,439.00, which is estimated at 4.32% of gross proceeds, will be utilized as follows:

Purpose	N' Millions	Percentage and Estimated Completion Period (months)	
1.Expansion (Local and International)**	459,946,474.84	5.25%	4 Months
2. Completion of Eleven New Stations** and construction of a Film Village	520,000,000.00	5.94%	4 Months
3. Upgrade of Existing Facilities	607,944,201.60	6.95%	On-going
4. Procurement of Programme Content	1,134,908,399.00	12.97%	Immediate
5. Programmes and Digital Satellite System	566,974,050.20	6.48%	3 Months
6.Working Capital Requirement	762,905,435.36	8.8%	On going
7. Digital Multi Channel Platform	4,000,000,000.00	45.7%	6 Months
8. Development of mobile TV	700,000,000.00	7.9%	6 Months
Total	8,752,678,561.00	100%	
- 10. Offer Price:** N5.00 per share
- 11. Offer Size:** N9,147,390,000.00

*Building and equipping of new studios in the states listed below and the UK, US and the Carribean.

**Adamawa, Bornu, Benue, Cross Rivers, katsina, Kano, Ogun, Osun, Oyo, Sokoto and Zamfara States.

- 12. Market Capitalization at Offer** N30,852,610,000.00
- Price (Pre-Offer):**
- 13. Market Capitalization at Offer** N40,000,000,000.00
- Price (Post-Offer):**
- 14. Units of Sale:** Minimum of 1,000 Ordinary Shares and in multiples of 100 thereafter
- 15. Payment** In full on application
- 16. Opening Date:** February 25, 2008
- 17. Closing Date:** March 31, 2008
- 18. Quotation** An application has been made to the Council of The Nigerian Stock Exchange for the admission to its Daily Official List of the entire 8,000,000,000 Ordinary shares of 50 Kobo each of DAAR.
- 19. Status** All the shares to be issued shall rank pari passu in all respects with the issued Ordinary shares of the Company.
- 20. Underwriting:** 100% of the Offer is being underwritten on a firm basis by the Joint Underwriters.
- 21. Supplementary Allotment** In line with the SEC requirements, up to 25% of the oversubscription may be capitalised by the Company.
- 22. Group Structure:** As at the date of this prospectus, DAAR has two (2) subsidiary companies namely: Daar Communications (UK) Limited and Daar Communications (USA) Limited. Both companies are 61% owned by DAAR. The operations of the subsidiaries which is 0.5% is currently not material to be incorporated into the account of the group.



23. Historical Financial Summary: (Extracted from the Reporting Accountants' Report)

	Six Months to June 30 th	As at 31 December					
		2007 N '000	2006 N '000	2005 N '000	2004 N '000	2003 N '000	2002 N '000
			N'000		N'000		N'000
Turnover	1,071,194	2,532,444	1,830,537	1,131,293	659,020	652,728	
Profit / (Loss) before taxation	223,782	209,623	166,384	(12,429)	(9,728)	(335,200)	
Income Tax Provision	-	(40,934)	(19,586)	(17,839)	(18,134)	(14,533)	
Profit/ (Loss) after taxation	223,782	168,689	146,798	(30,268)	(27,862)	(349,733)	
Total Assets	11,784,791	10,206,549	10,747,896	4,651,623	4,355,454	3,322,275	
Shareholders Funds	11,382,755	9,551,854	10,136,361	3,440,461	3,640,182	2,942,556	

24. Forecast Statistics Assuming Full Subscription: (Extracted from the Reporting Accountants' Report)

	FOR THE YEARS ENDING 31 DECEMBER		
	2008	2009	2010
	N'000	N'000	N'000
Total Turnover	10,294,774	13,686,948	17,668,445
Gross Income	8,534,022	11,208,102	14,202,749
Profit Before Interest, Tax and Depreciation	5,871,527	7,532,340	9,143,228
Profit After Tax	3,217,877	4,258,910	5,772,106
Proposed Dividend	2,496,000	3,072,000	4,032,000
Forecast Earnings per share (kobo)	40	53	72
Forecast Earnings yield at offer price (%)	8	11	14
Forecast EBITDA per 50 kobo share (kobo)	73	94	114
Forecast Dividend per 50 kobo share (kobo)	31	38	50
Forecast Dividend Yield at Offer price	6	7	10
Forecast Price/Earnings Ratio at Offer Price	12	9	7

The forecast earnings and dividend per share for the years ending 31st December 2008, 2009 and 2010 are based on the 8,000,000,000 ordinary shares of 50 kobo each expected to be in issue as at the respective dates.

24. Claims and Litigation: As at the date of this Prospectus, DAAR in its ordinary course of business is involved in nine (9) lawsuits. Out of the nine (9) lawsuits, two (2) were instituted by the Company while the remaining seven (7) were instituted against the company. In the unlikely event of judgement against the Company in all the cases in which it is a defendant (or co-defendant), the total monetary claim against the Company sums up to ₦1,200,000,000.00 (one billion, two hundred million naira only). However, over 80% of this amount is claimed as general damages which precedents from the courts strongly suggest would be drastically reduced in the unlikely event that they are awarded. **The total amount claimed in the two (2) suits instituted by the Company is estimated at ₦100,000,000.00 (one hundred million naira only).** The Joint Solicitors are of the opinion that the pending matters in court would not adversely affect the proposed Offer for Subscription and Offer for Sale as the matters do not bother on issues of Corporate Governance, Management or fraudulent practises.

25. Share Certificates Share certificates in respect of shares allotted will be sent by registered post not later than 15 working days from the date of allotment. **Any investor who does not want to receive a physical share certificate should state the name of his/her Stockbroker, his/her CSCS account number and Clearing house number in the space provided on the Application Form.**

SUMMARY OF THE OFFER FOR SALE

- 1. The Offer:** 960,000,000 Ordinary Shares of 50 kobo each
- 2. Issuer :** Daar Investment & Holding Company Limited
- 3. Lead Issuing Houses:** BGL Securities Limited, Skye Bank Plc and Fidelity Bank Plc.
- 4. Joint Issuing Houses:** Wema Asset Management Limited, First Inland Bank Plc, Spring Capital Markets Limited, EcoBank Nigeria Plc, Greenwich Trust Limited and Northbridge Investment and Trust Limited.
- 5. Share Capital:**
- Authorised:** N4,000,000,000 comprising 8,000,000,000 Ordinary Shares of 50 Kobo each
- Issued and Fully paid:** N2,668,209,000 comprising 5,336,418,000 Ordinary shares of 50 Kobo each
- 6. Now Being Offered:** 960,000,000 Ordinary Shares of 50 Kobo each
- 6. Method of Offer** Offer for Sale
- 7. Purpose of Offer:** The Offer is being undertaken to give investors an opportunity to become part owners of DAAR, the pioneer broadcasting leader in the Nigerian Broadcasting industry, which is currently 94.81% owned by Daar Investment & Holding Company Limited. The Offer will also enable the Company meet the requirements for a Listing on the floor of The Nigerian Stock Exchange.
- 8. Use of Proceeds:** DAAR would not receive any of the net proceeds of N4,619,245,000.00 (after deducting the cost of the Offer which is estimated at N180,755,000.00 of gross Offer proceeds i.e. 3.77%) arising from the sale of shares being offered by this Prospectus. Thus, the net proceeds would be paid to Daar Investment & Holding Company Limited
- 9. Offer Price:** N5.00 per share
- 10. Offer Size:** N4,800,000,000.00
- 11. Market Capitalization at Offer Price (Pre-Offer):** N30,852,610,000.00
- 12. Market Capitalization at Offer Price (Post-Offer):** N40,000,000,000.00
- 13. Units of Sale:** Minimum of 1,000 Ordinary Shares and in multiples of 100
- 14. Payment** In full on application
- 15. Opening Date:** February 25, 2008
- 16. Closing Date:** March 31, 2008
- 17. Quotation:** An application has been made to the Council of The Nigerian Stock Exchange for the admission to its Daily Official List of the entire 8,000,000,000 Ordinary shares of 50 Kobo each of DAAR
- 18. Status** All the shares to be issued shall rank pari passu in all respects with the issued Ordinary shares of the Company.

19. Underwriting:

N13,947,390,000.00 representing 100% of the Offer for Subscription and Offer for Sale is being underwritten on a firm basis by the Joint Underwriters as follows:

S/N	UNDERWRITER	AMOUNT (N)
1	BGL LIMITED	4,908,912,000.00
2	SKYE BANK PLC	2,789,478,000.00
3	FIDELITY BANK PLC	1,000,000,000.00
4	WEMA ASSET MANAGEMENT LIMITED	1,500,000,000.00
5	FIRST INLAND BANK PLC	1,500,000,000.00
6	SPRING CAPITAL MARKETS LIMITED	395,000,000.00
7	ECOBANK PLC	854,000,000.00
8	GREENWICH TRUST LIMITED	500,000,000.00
9	NORTHBRIDGE INVESTMENT & TRUST LIMITED	500,000,000.00
	TOTAL	13,947,390,000.00

DIRECTORS AND OTHER PARTIES TO THE OFFER**DIRECTORS OF DAAR:****High Chief Raymond Aleogho Dokpesi (Chairman)**

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Alhaji Ladi Lawal (Managing Director/CEO)

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Dr. Thomas Adaba

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Mr. Makinde Ilijitima I. Williams (Executive Director)

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Mallam Yaya Abubakar

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Engr. Uyah A. Chukwuemeka (Executive Director)

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Alhaji Tahir Bello

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Mr. Anegebe A. Akiotu (Executive Director)

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Alhaji Abba Dabo

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Mrs. Oluwatosin Dokpesi (Executive Director)

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Mr. Emeka Lawrence

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Mr. John Iwarue (Executive Director)

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Alhaji Gambo Lawan

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Prince Shedrack Akolokwu

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Mrs. Toru Ofili

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

Ambassador (Chief) Segun Olusola

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

ACTING COMPANY SECRETARY:

Ayodele E. Ogundele

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

REGISTERED OFFICE

Daar Communications Centre
Off Gen. T.Y. Danjuma Street
Asokoro, Abuja

LEAD ISSUING HOUSES:

BGL Securities Limited

No. 12A, Catholic Mission Street
Lagos Island
Lagos

Skye Bank Plc

3, Akin Adesola Street
Victoria Island
Lagos

Fidelity Bank Plc

2, Kofo Abayomi Street
Victoria island
Lagos

JOINT ISSUING HOUSES:**Wema Asset Management Limited**

1st Floor, Leventis Building
42/43, Marina
Lagos

First Inland Bank Plc

4/6, Adetokunbo Ademola Street
Victoria Island
Lagos

Spring Capital Markets Limited

Plot 1611, Adeola Hopewell Street
Victoria Island
Lagos

EcoBank Nigeria Plc

Plot 21, Ahmadu Bello way
Victoria Island
Lagos

Greenwich Trust Limited

Plot 1698A, Oyin Jolayemi Street
Victoria Island
Lagos

Northbridge Investment and Trust Limited

5th Floor, NICON Plaza
Muhammadu Buhari Way
Central Business District
Abuja

SOLICITORS TO THE COMPANY:**Olatunji Sofowora & Co.**

19/21, Orishe Street
Off Obafemi Awolowo Street
Ikeja
Lagos

JOINT SOLICITORS TO THE OFFER:**Chuma Anosike & Co.**

13, Military Street
Onikan
Lagos

And

Dama Afabor & Co.

Suite F16, First Floor
Metro Plaza
Plot 991/992, Zakariya Maimalari Street
Central Area
Abuja

JOINT STOCKBROKERS TO THE OFFER:**BGL Securities Limited**

No. 12A, Catholic Mission Street
Lagos Island
Lagos

ICON Stockbrokers Limited

Medife House (3rd Floor)
58/60, Broad Street
Lagos

Capital Assets Limited

8th Floor, Bookshop House
50/52, Broad Street
Lagos

Camry Securities Limited

Wesley House Annex
21/22, Marina
Lagos

Core Trust and Investment Limited

77, Awolowo Road
S.W Ikoyi
Lagos

Falcon Securities Limited

31, Marina
Lagos

Fidelity Union Securities Limited

36, Adeola Hopewell Street
Victoria Island
Lagos

Finmal Finance Company Limited

BON Building, 7th Floor
Plot 785, Herbert Macaulay Way, Central Area
Abuja

First Inland Securities and Asset Management Limited

16, Ahmadu Ojikutu Street
Victoria Island
Lagos

Greenwich Trust Limited

Plot 1698A, Oyin Jolayemi Street
Victoria Island
Lagos

Equity Capital Solutions Limited

2, Davis Street
Off Marina
Lagos

PrimeWealth Capital Limited

18A, Femi-Pearse Street
Victoria Island
Lagos

Professional Stockbrokers Limited

3rd Floor, Investment House
21/25, Broad Street
Lagos

JOINT RECEIVING BANKERS

EcoBank Nigeria Plc
Plot 21, Ahmadu Bello Way
Victoria Island
Lagos

Fidelity Bank Plc
2, Kofo Abayomi Street
Victoria Island
Lagos

First Inland Bank Plc
4/6, Adetokunbo Ademola Street
Victoria Island
Lagos

Oceanic Bank International Plc
270, Ozumba Mbadiwe Street
Victoria Island
Lagos

Skye Bank Plc
3, Akin Adesola Street
Victoria Island
Lagos

United Bank for Africa Plc
UBA House, 57, Marina
Lagos

JOINT UNDERWRITERS:

BGL Limited
No. 12A, Catholic Mission Street
Lagos Island
Lagos

Skye Bank Plc
3, Akin Adesola Street
Victoria Island
Lagos

Fidelity Bank Plc
36, Adeola Hopewell Street
Victoria Island
Lagos

Wema Asset Management Limited:
1st Floor, Leventis Building
42/43, Marina
Lagos

First Inland Bank Plc
4/6, Adetokunbo Ademola Street
Victoria Island
Lagos

JOINT STOCKBROKERS TO THE OFFER (CONT'D)

Santrust Securities Limited
314B, Akin Ogunlewe Street
Off Ligali Ayorinde Street
Victoria Island
Lagos

UBA Stockbrokers Limited
Raymond House
97/105, Broad Street
Lagos

UNEX Securities Limited
3, Biaduo Street, Off Keffi Road
S.W Ikoyi
Lagos

AUDITORS TO THE COMPANY:

Ighodalo & Co.
(Chartered Accountants)
No. 2, Fawole Lane, Obanikoro
Lagos

And

Abdulraheem Olaniyi & Co.
(Chartered Accountants)
3rd Floor, Olatunji House
299, Ikorodu Road, Idi-Iroko, Maryland
Lagos

JOINT UNDERWRITERS (CONT'D)

Spring Capital Markets Limited
Plot 1611, Adeola Hopewell Street
Victoria Island
Lagos

EcoBank Nigeria Plc
Plot 21, Ahmadu Bello Way
Victoria Island
Lagos

Greenwich Trust Limited
Plot 1698A, Oyin Jolayemi Street
Victoria Island
Lagos

Northbridge Investment & Trust Limited
5th Floor, NICON Plaza
Muhammadu Buhari Way
Central Business District
Abuja

REPORTING ACCOUNTANT:

Ahmed Zakari & Co.
(Chartered Accountants)
5th Floor, African Alliance Building
F1, Sani Abacha Ways
Abuja

REGISTRARS TO THE OFFER:

First Registrars Limited
2, Abebe Village Road, Igamu
Lagos

HISTORY OF THE COMPANY

Daar Communications Plc is the foremost private independent broadcast outfit in Nigeria. The Company was incorporated on 31st of August 1988 as a limited liability company with the objective of carrying on the business of broadcasting, printing, publishing, telecommunications and other allied multi-media services. DAAR converted into a public liability company on April 23, 2007 and has both local and international broadcast stations and affiliate stations numbering over 15 backed-up with a management team that consists of seasoned professionals who are committed to advancing broadcasting in the most efficient manner.

From its inception, the Company through its broadcast stations, Africa Independent Television (“AIT”) and RayPower, has made steady and appreciable progress. In the past five years of its operations, turnover has grown from N652.7 million in year 2002 to over N2.53 billion in 2006, representing over 287% growth. The Company projects that turnover will grow to N3.2 billion in 2007, N10.2 billion in 2008, N17.6 billion in 2009 and N25.0 billion in 2010. DAAR intends to establish twelve new stations in Nigeria before the end of year 2007 and will also strengthen its transmission to the United States of America and Europe. It also plans to commence digital terrestrial transmission, multi-channel Direct-To-Home service, mobile TV, IPTV and Internet Video Services. In addition to these, the company will establish a world-class film village for film production and recording.

BUSINESS OFFERINGS

DAAR is primarily involved in printing, publishing, broadcasting, telecommunications and allied Multi-media services across the globe. DAAR launched its broadcast services in 1994 with the promotion of Nigeria’s first private independent radio station, RayPower 100.5FM. A second channel, RayPower 106.5FM commenced formal operations in April 1999.

DAAR had earlier launched a 24 hour global television service with the call sign - African Independent Television, with a thematic philosophy that is geared towards the promotion of African values and traditions across the world. In the last quarter of 1999, DAAR launched into the information super highway with the commencement of the DAAR broadband internet services with capacity for voice, internet access, video conferencing, data, telephony and other multi-media capabilities

RayPower Radio (“RayPower”) 100.5 FM

In the wake of the deregulation of broadcasting on the 24th August, 1992, DAAR Communications Plc applied for and was granted approval to operate an independent radio station. The station which started test transmission on the 15th of December, 1993 made history on the 1st of September, 1994 when it commenced commercial broadcasting with the launch of Raypower 100.5 FM in Lagos as the first 24 hour broadcast service station in Nigeria as well as the first private independent broadcasting station in the country.

The coming of Raypower 100.5 FM, 59 years after the first Radio signal was broadcast in Nigeria by the colonial Government on December 1, 1935, brought with it a frenzy which gripped the entire populace by the sheer force of its refreshingly different character from the conventional output of other Broadcasters in Nigeria. Raypower 100.5 FM became an instant success with its interactive programming format that promoted immediate feedback on sensitive socio-political, economic and cultural issues. Its upbeat musical presentation was second to none and its highly informative morning programme, Ultimate Morning Show raised the level of public consciousness to an all time high.

Raypower 100.5 FM became an instant success with its pioneering twenty four hours a day, seven days in a week interactive programming format that promoted immediate feedback on sensitive socio-political, economic and cultural issues. It was a radical departure from what radio audiences in Nigeria have been used to since 1935. RayPower 100.5 FM is now in twelve locations across Nigeria and remains the station of choice by radio listeners. Its 'infotainment' theme guided by its development philosophy help to promote national unity and stability as well as foster global understanding.

RayPower 2 106.5

Encouraged by the success of Raypower 100.5 FM, the Company introduced its second radio station, Raypower II 106.5FM to promote values of a pluralistic society and to serve as a catalyst for rapid development.

Africa Independent Television (“AIT”)

Based on Raypower’s track record and in recognition of DAAR’s commitment to responsible broadcasting in the country, the Federal Government of Nigeria in June 1995 granted DAAR the first ever global satellite television license. On December 6, 1996, the Company launched Nigeria’s first commercial terrestrial television service with the call sign “Africa Independent Television (“AIT”). AIT has a transmission footprint which covers the entire globe. It runs 3 distinct streams of programming namely, National transmission which is domesticated in Nigeria, transmission to the rest of Africa, Europe, Middle East and Asia, and transmission into United States of America (U.S.A.) and the Americas.

Over the years, AIT has built a reputation for setting the news agenda, orderly development of society and for holding governments accountable to the people. It is also at the forefront of National social mobilization to promote participatory democracy and build a responsible citizenry committed to the task of national building and the preservation of national ethos. In furtherance of its vision to be the clear market leader in television broadcasting, AIT is situated in 20 locations across the 6 geo-political zones of the country. It plans to expand to 16 additional locations in the next 4 years to achieve a complete national spread. The objective is to boost its relevance to every local community and achieve an effective pan-Nigeria coverage that will translate into steady revenue streams for the running of its operations and the realization of its profit objectives.

International Transmission

AIT’s International transmission is propelled by an affirmative development oriented philosophy guided by humanistic considerations. Programming is refreshingly different and original in tone as well as delivery. While it is decidedly informative in content and character, the overall programming mix is compellingly entertaining. Its programming is for general audience and its pay-off “Sharing the African Experience” symbolizes its vision to offer on daily basis, a refreshingly but revealing insight into the African experience worldwide. In the U.S. and the Americas, AIT is on the DTH (Direct to Home) platform of Echostar’s Dish Network. In Europe, the rest of Africa, the Middle East, the Mediterranean Basin and Asia, AIT is available on Hotbird 6 @13°E and in the U.K, AIT is available on Eurobird that is co-located with Astra @ 28°E and sharing B-Sky-B’s EPG platform. As regards the rest of Africa excluding South Africa, AIT is on the broad beam of DSTV.

Technology Update

Rapid development in broadcast technology has brought about a global migration from analogue to digital transmissions. The technology innovations are redefining the total nature and system of broadcasting in terms of hardware and software considerations. Every region of the world in response to the requirements of the digital age in Broadcasting is setting deadlines for complete migration to the digital platform not later than 2010. The U.S. and Europe have taken the lead in this direction.

In Nigeria, the Government has set 2015 as deadline for the complete transformation. Manufacturers of Broadcast hardware and software are however phasing out analogue transmission equipment, making most of the equipment installed earlier than now either technologically or economically unviable or totally obsolete. They are increasingly becoming non-compliant with broadcast components available in the market. DAAR has therefore taken a pragmatic business decision after a careful appraisal of the trend to upgrade its transmitters and entire transmission line to a digitally compliant format. The process began in 2006 and was intensified in 2007.

AIT has fully integrated and installed a complete digital terrestrial transmission platform at its Abuja transmission hub complete with set-up boxes. It is also replacing its entire camera chains and studio equipment with the universal digital compliant standard definition and high definition formats. To maintain its leading position in the Broadcast industry and to widen its income base, the Company needs to invest in the new line of technologies that will define the direction of broadcasting in the near future. With the available digital platform in Abuja, it will be possible to diversify into the development of distinct channels for Sports, Business, News, Movies, Music, Documentaries and Instructional Television.

These specialized channels are expected to translate into higher revenue yield for the Company.

RISK AND MITIGATING FACTORS

Political Risk

A change in the political situation in the country has the potential to affect economic and legal aspects of the development. If democracy is interrupted, consumer sentiment might be affected. Also, the Niger Delta conundrum can adversely affect the stability of the country. The scenario above is unlikely to unfold. The Presidential and Gubernatorial elections were recently conducted in a relatively stable and secure environment. In the days to come, it is believed that electoral officers would be 'neck deep' in litigation matters that would not derail the democratic process in the country. Also, the government is presently in discussion with the Niger Delta militants on holistic ways of resolving the crisis. Recently, a Niger Delta master plan was announced that would re-lunch the region into one of the adorable places in Nigeria.

Economic Risk

It is laudable that the present economic policies of the Federal Government have facilitated growth in various sectors of the economy. It is also noteworthy that Nigeria's sovereign risk has attained a BB- ratings by Fitch and Standard and Poors for 2 years consecutively.

However, although it is very unlikely, it is not impossible for the economy to experience a downturn as it takes only a string of imprudent use of resources and improper economic policies to achieve this. It is expected that the new government will continue to build on the economic policies of the past administration.

Currency Risk

Though the instability of the Nigerian currency has successfully been managed within the last 3 years, future fluctuations may make inflation and costs unpredictable given the fact that the technological equipments have to be imported from other parts of the world.

We believe the relative stable exchange rate (particularly against the US\$) will be maintained over the next few years. As the company pays for most of its equipment in US\$, we are fairly comfortable that the exchange rate risk will not significantly affect the finances of the Company.

Regulatory Risk

DAAR is subject to the regulatory dictates of the Federal Government through the National Broadcasting Commission, and the Nigerian Communications Commission. These two regulators have so far been very supportive of the industries they regulate, and we do not envisage any change to this state. In addition, DAAR has in the past had a cordial relationship with both regulators and as such, expects to continue to work effectively with them in the development of the industry, and does not expect any difficulties in receiving licenses and approvals for new transmission stations to be built. Also, the NBC and NCC are being regularly updated and approvals received on expansion plans of the Company.

Overdependence on Advertising Agencies

As at today and in line with industry practice, Companies wishing to advertise their products usually use independent advertising practitioners and agencies that act as middle-men, who in turn collect such briefs and forward same to broadcast stations for relaying. It is usual practise for monies owed not to be paid on time by the agencies thereby distorting the cash flows of broadcast stations.

We expect that the regulators may choose to manage this process through appeals or sanctions to specific agencies that fraudulently refuse to pay-up outstanding monies owed to broadcast stations. Also, the effective working relationship DAAR has developed with major advertising agencies in the past is expected to ensure that outstanding monies are collected as and when due.

PURPOSE OF THE OFFER

The Offer for Sale is being undertaken to give investors the opportunity to be part owners of DAAR, the foremost and first private media establishment in Nigeria and to meet the listing requirement of the Nigerian Stock Exchange which says that a minimum of 25% of the shares of a listed company must be in the hands of the public. The Offer for Subscription shall fund the company's local and international expansion plans, through the upgrading and expansion of local stations, the upgrading and purchasing of equipment including local and international satellites and will also be used for additional working Capital.

The estimated net proceeds of N8,752,678,561.00 after deducting the cost of the Offer which is estimated at 4.32% of gross proceeds will be utilized as follows:

Purpose	N' Millions	Percentage and Estimated Completion Period -in months	
		Percentage	Completion Period
1.Expansion (Local and International)*	459,946,474.84	5.25%	4 months
2. Completion of Eleven New Stations** and construction of a Film Village	520,000,000.00	5.94%	4 months
3. Upgrade of Existing Facilities	607,944,201.60	6.95%	48 months
4. Procurement of Programme Content	1,134,908,399.00	12.97%	Immediate
5. Programmes and Digital Satellite System	566,974,050.20	6.48%	3 months
6.Working Capital Requirement	762,905,435.36	8.8%	On going
7. Digital Multi Channel Platform	4,000,000,000.00	45.7%	6 Months
8. Development of mobile TV	700,000,000.00	7.9%	6 Months
Total	8,752,678,561.00	100%	

*Building and equipping of new studios in the states listed below and the Uk, US and the Carribean.

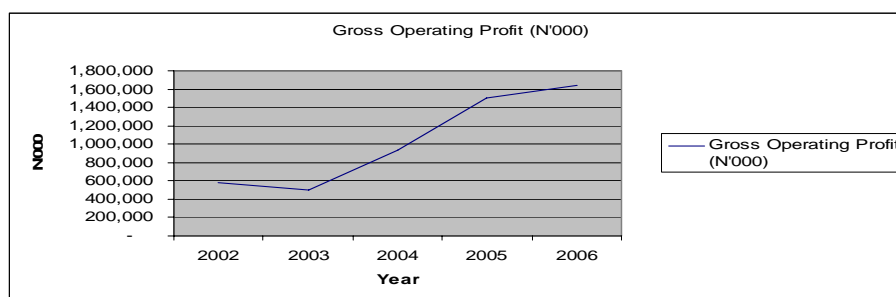
**Adamawa, Bornu, Benue, Cross Rivers, katsina, Kano, Ogun, Osun, Oyo, Sokoto and Zamfara States.

FINANCIAL SUMMARY

The financial summary provided below has been extracted from the information provided by the Reporting Accountants'.

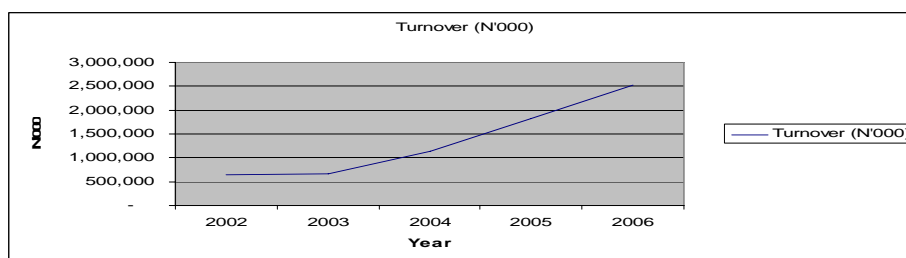
Gross Operating Profit

Within the past 5 years, gross operating profit have grown from N580.69 million in 2002, N502.38 million in 2003, N930.55million in 2004, N1.50billion in 2005 to over N1.64 billion in year 2006.



Turnover

Growth in turnover has been driven by the anticipated growth in the Nigerian Broadcasting sector. For DAAR, a growth was experienced during the five year period spanning December 31, 2002, 2003, 2004, 2005 to December 31, 2006 in order of N652.7 million, N695,000 million, N1.13billion, N1.83 billion and N2.53billion respectively.



WORKING CAPITAL, PROFIT FORECAST AND DIVIDENDS

The Directors of the Company, having regard to its present financial position and the anticipated proceeds of the Offer, are of the opinion that the Company will have adequate working capital and sufficient liquidity to meet its immediate and foreseeable obligations and funding requirements.

The Directors estimate that in the absence of unforeseen circumstances, the profit before interest, taxation and depreciation for the years ending 2008, 2009 and 2010 will be in the order of N5.87 billion, N7.53 billion and N9.14 billion respectively. If these estimates are achieved, the appropriations thereof will be approximately as follows:

	FOR THE YEARS ENDING 31 DECEMBER		
	2008	2009	2010
	N'000	N'000	N'000
Total Turnover	10,294,774	13,686,948	17,668,445
Gross Income	8,534,022	11,208,102	14,202,749
Profit Before Interest, Tax and Depreciation	5,871,527	7,532,340	9,143,228
Profit After Tax	3,217,877	4,258,910	5,772,106
Proposed Dividend	2,496,000	3,072,000	4,032,000
Forecast Earnings per share (kobo)	40	53	72
Forecast Earnings yield at offer price (%)	8	11	14
Forecast EBITDA per 50 kobo share (kobo)	73	94	114
Forecast Dividend per 50 kobo share (kobo)	31	38	50
Forecast Dividend Yield at Offer price	6	7	10
Forecast Price/Earnings Ratio at Offer Price	12	9	7

The forecast earnings and dividend per share for the years ending 31st December, 2008, 2009 and 2010 are based on the 8,000,000,000 ordinary shares of 50 kobo each expected to be in issue as at the respective dates.

UNCLAIMED DIVIDENDS AND UNPAID DIVIDENDS

There are no unclaimed dividends accruing to shareholders of DAAR as at the date of this Prospectus.

MERGERS AND TAKEOVERS

As at the date of this Prospectus, there were no known merger or take over attempts of the Company's securities by a third party or by the Company in respect of another company's securities.

RELATED PARTY TRANSACTIONS/CONFLICT OF INTEREST

DAAR hereby confirms that there are no related party transactions within the meaning of Rule 56(9) of the Securities and Exchange Commission's Rules and Regulations.

CODE OF CORPORATE GOVERNANCE

DAAR is in full compliance with the Code of Corporate Governance particularly with reference to the Board of Directors - **Parts A**, the Shareholders – **Part B** and Audit Committees – **Part C**. The Company is also in compliance with full disclosure and transparency by providing information to all stakeholders in a timely manner. The full extent of the Company's compliance is stated below:

Responsibilities of the Board of Directors:

The Board is in full compliance with the duties and responsibilities under part A of the Code of Corporate Governance. The Board makes strategic planning and decisions for the Company and ensures that stakeholders are adequately carried along in the execution of duties.

Composition of the Board of Directors:

The Board consist of seventeen (17) members made up of six (6) Executive Directors. The Board of DAAR is made up of experienced and knowledgeable professionals in diverse fields of learning who are able to add value to the Company.

Chairman and Chief Executive officer Positions:

The offices of the Chairman and Chief Executive are distinct and separate from each other. The primary role of the Chairman is well defined and is in no way involved in the daily running of the Company.

Proceedings and Frequency of Meetings

The Board meets regularly (once in a quarter). Matters usually discussed are itemised and sent prior to the meeting. Shareholders usually have ample opportunity to contribute during the Annual General Meeting of the Company.

Non Executive Directors

The non executive Directors of the Company are people capable of making significant contribution towards the operations of the Company. They are usually appointed for one (1) calendar year after which they are subject to reappointment upon successful re-election during the Annual General Meeting. The Directors are not party to pension or option schemes.

Executive Directors

The remuneration of the Executive Directors is fixed by the Board of Directors. The Directors do not play an active role in the determination of their remuneration.

Shareholders' Rights and Privileges

Shareholders of DAAR are responsible for electing Directors. The venue of meetings is usually chosen after proper consideration for the distribution of shareholders in terms of distance and location. Notices are sent at least 21 days prior to meeting date.

FUTURE PLANS

Expansion Plan - Nigeria

DAAR carries out terrestrial transmission at eight (8) locations across Nigeria: Lagos, Abuja, Port Harcourt, Jos, Yenagoa, Kano, Kaduna and Agenebode. Considering the vast market for broadcasting services, the Company plans to establish additional 12 stations to bring the total number of its stations to 20 in Nigeria. The second phase would have additional 16 stations to be constructed bringing the presence of DAAR to all the 36 states of the Federation. It is hoped that these new Stations will further consolidate the leadership of the Company in the Country and improve its revenue astronomically. The new Stations will also strengthen the Company's network transmission and will automatically position it as the market leader. The Company intends to start this expansion project in 2007/2008. The Company has already acquired and installed the satellite uplink and downlink facilities at the various locations. It has also acquired terrestrial radio and television transmitters, masts and some other equipment for these locations.

With this second phase, the Company will be able to cover all the States in Nigeria. No doubt, Broadcasting will be characterized by increased competition both in terrestrial operations and on satellite transmission.

AIT is playing a leading role in terrestrial operations and current efforts in respect of digitally compliant technology and wider coverage through presence in Nigeria's 6 geo-political zones will position the station to maintain its lead in the national market. This strategy will provide a national network that is comparable in scope, reach and programming diversity.

The strategy emphasizes social and cultural relevance to each of the local communities and a strong national network at specific periods that should guarantee a larger share of available advertising revenue in the national advertising mix. AIT's target in its terrestrial operations is to access 50% of the available national advertising revenue for television.

Expansion Plan - Overseas

DAAR Communications Plc intends to review its overseas operations and develop a new market entry plan. The Company plans to strengthen its transmission in the United States of America through Echostar Dish NetWork in order to increase its revenue from subscriptions. It also intends to establish a state of the art studio in the United Kingdom to transmit free-to-air to Europe. It is hoped that revenues earned from advertising would subsequently increase from its UK transmission.

On its international transmission, AIT targets subscription revenue from the U.S. and advertising revenue from Europe. To this end, Nigerians, Africans and the black race in the Diaspora are targeted to subscribe to receive AIT programmes delivered to them Direct to Home (DTH). The capacity to introduce a multiplicity of channels with distinct subjects and character will also lead to expected increased subscription level. AIT satellite transmission is currently on Intelsat 901 at 342°E.

Within the Company's strategic plans, the objective of this service will be further realized with a slight modification to its character and format. Since the underlining philosophy of this service is to further free speech, civil liberties, rule of law and defend civil rights, there is a strong consideration to modify its format to accommodate the diverse requirements of Nigerians/Africans. These modifications are expected to make this service a grass-root station. Providing service for this largely untapped market should also enable the Company to fully realize its target of 50% of available advertising revenue Radio.

Digital Terrestrial Transmission

DAAR intends to start Digital Terrestrial Transmission powered with high definition with specialized channels for Movies, Entertainment, Sports and News. The target of the Company is to commence this transmission in 2008. It is hoped that substantial revenue will be generated from subscription.

Broadband Multi-Media and Interactive Television

DAAR Communications Plc intends to invest in Broadband Multi-media and Interactive Television. This service is presently not available in Nigeria. The Company wants to take advantage of its unavailability to introduce this income-generating service

Establishment of a Film Village

At present, there is no film village in Nigeria. DAAR plans to take advantage of the untapped vast market for film production and recording in Nigeria to establish a world-class Film Village. Apart from the market potential of such an investment and its anticipated high return, the Film Village is intended to:

- Provide a location for the production of cultural, traditional and historical movies and television programmes
- Encourage the motion picture industry to contribute to national integration and development
- Promote the growth and development of the Nigeria motion picture industry
- Provide a platform for professional interaction and exchange of ideas
- Promote Tourism and Nigerian Art and Culture

STATUTORY AND GENERAL INFORMATION

INCORPORATION AND SHARE CAPITAL HISTORY

Daar Communications Plc was incorporated as a Private Limited Liability Company in 1988 with an authorised share capital of N100,000.00 comprising 100,000 ordinary shares of N1.00 each. The Company was issued a broadcasting Licence in 1994 and commenced operations thereon. The Company became a Public Limited Liability Company on 23rd of April 2007. The initial share capital on incorporation and subsequent changes therein are as follows:

DATE	AUTHORISED (₦)		Issued & Fully Paid-up (₦)		Consideration
	Increase	Cumulative	Increase	Cumulative	
1988	0	100,000	0	100,000	cash
1992	4,900,000	5,000,000	4,900,000	5,000,000	cash
1995	20,000,000	25,000,000	20,000,000	25,000,000	cash
2000	525,000,000	725,000,000	525,000,000	725,000,000	cash
April 2007*	2,475,000,001	3,200,000,000	250,000,000	1,000,000,000	Cash
December 2007	1,600,000,000	4,000,000,000	2,085,261,000	3,085,261,000	Cash

* Stocks split from N1.00 to N0.50k

SHAREHOLDING STRUCTURE (BEFORE THE OFFER)

As at the date of this Prospectus, the sum of N3,085,261,000 comprising 6,170,522,000 ordinary shares of 50 kobo each was beneficially held as follows:

SHAREHOLDER	NO. OF FULLY PAID SHARES	PERCENTAGE
1. Daar Investment & Holding Company Limited	5,850,522,100	94.81%
2. Chief (Dr.) Raymond Dokpesi	320,000,000	5.19%
TOTAL	6,170,522,000	100%

*Chief (Dr.) Raymond Dokpesi owns 100% of Daar Investment & Holding Company limited.

Except as stated above, no other shareholder holds more than 5% of the issued share capital of the Company.

SHAREHOLDING STRUCTURE (AFTER THE OFFER)

SHAREHOLDER	NO. OF FULLY PAID SHARES	PERCENTAGE
1. Daar Investment & Holding Coy. Ltd.	4,890,523,000	61.13%
2. Chief Raymond Dokpesi	320,000,000	4%
3. Others	2,789,478,000	35%
TOTAL	8,000,000,000	100%

DIRECTOR'S INTERESTS

The interests of the Directors of DAAR in the issued share capital of the Company as recorded in the Register of Members as at the date of this Offer for Sale and Offer for Subscription date and as notified by them for the purpose of Section 275 (1) of the Companies & Allied Matters Act Cap C20 LFN 2004 are as follows:

DIRECTOR	DIRECT SHAREHOLDING	INDIRECT SHAREHOLDING
Chief (Dr.) Raymond Dokpesi	320,000,000	5,850,522,000

No other Director has direct or indirect shareholding in DAAR.

DIRECTORS	SHAREHOLDING	PERCENTAGE
Dr Thomas Adaba	Nil	Nil
Mallam Yaya abubakar	Nil	Nil
Alh Tahir Bello	Nil	Nil
Alh Abba Dabo	Nil	Nil
Mr Emeka Lawrence	Nil	Nil
Alh Gambo Lawal	Nil	Nil
Prince Shedrak Akolokwu	Nil	Nil
Mrs Toru Ofili	Nil	Nil
Ambassador (Chief) Segun Olusola	Nil	Nil
Alh Ladi Lawal	Nil	Nil
Mr Makinde Iljittima I. Williams	Nil	Nil
Engr. Uyah A. Chukwuemeka	Nil	Nil
Mr Anegebe A. Akiotu	Nil	Nil
Mrs Oluwatosin Dokpesi	Nil	Nil
Mr John Iwarue	Nil	Nil

Related Party Transaction

To date, the Company is not involved in any related party transactions.

Indebtedness

As at the 30th day of June 2007 the Company had no outstanding debentures, mortgages, loans, charges or similar liability as material contingent liability other than in the ordinary course of business. The Company also has no contingent liabilities in the ordinary course of business.

Subsidiaries and Associated Companies

As at the date of this Prospectus, the Company had the following subsidiaries:

Company	Percentage Holding
Daar Communications (UK) Limited	61%
Daar Communications (USA) Limited	61%

CLAIMS AND LITIGATION

As at the date of this Prospectus, DAAR in its ordinary course of business is involved in nine (9) lawsuits. Out of the nine (9) lawsuits, two (2) were instituted by the Company while the remaining seven (7) were instituted against the company. In the unlikely event of judgement against the Company in all the cases in which it is a defendant (or co-defendant), the total monetary claim against the Company sums up to ₦1,200,000,000.00 (one billion, two hundred million naira only).

However, over 80% of this amount is claimed as general damages which precedents from the courts strongly suggest would be drastically reduced in the unlikely event that they are awarded. The total amount claimed in the two (2) suits instituted by the Company is estimated at ₦100,000,000.00 (one hundred million naira only). The Joint Solicitors are of the opinion that the pending matters in court would not adversely affect the proposed Offer for Subscription and Offer for Sale as the matters do not bother on issues of Corporate Governance, Management or fraudulent practises.

COST AND EXPENSES

The costs, charges and expenses of and incidental to the Initial Public Offering via an Offer for Subscription and the Offer for Sale including fees payable to the regulatory authorities, professional parties, brokerage commission, advertising, printing and distribution expenses are estimated at N575,466,439.00 representing 4.13% of the total Offer proceeds. Of this amount, 4.32% representing N394,711,439.00 of the Offer for Sale proceeds are payable by DAAR, while 3.77% representing N180,755,000.00 of the Offer for Subscription proceeds shall be paid by Daar Investment & Holding Company Limited.

MATERIAL CONTRACT

The Company has entered into the following contract that would be deemed material to this transaction:

- 1) A Vending Agreement dated February 20, 2008 under terms of which BGL Securities Limited, Skye Bank Plc, Fidelity Bank Plc, Wema Asset Management Limited, First Inland Bank Plc, Spring Capital Markets Limited, EcoBank Nigeria Plc, Greenwich Trust Limited and Northbridge Investment and Trust Limited have agreed to Offer for Subscription 1,829,478,000 ordinary shares of 50 Kobo each in Daar Communications Plc and Offer for Sale of 960,000,000 Ordinary shares of 50 Kobo each in Daar Investment & Holding Company Limited.
- 2) An Underwriting Agreement dated February 20, 2008 under terms of which BGL Limited, Skye Bank Plc, Fidelity Bank Plc, Wema Asset Management Limited, First Inland Bank Plc, Spring Capital Markets Limited, EcoBank Nigeria Plc, Greenwich Trust Limited and Northbridge Investment and Trust Limited have agree to underwrite 100% of the Offer for Subscription and the Offer for Sale on a firm basis.
- 3) A Memorandum of Understanding, dated April 26, 2007 between DAAR Communications Limited and Olivegates Pictures, commissioning Olivegates Limited to produce one sitcom for Daar.
- 4) A Memorandum of Understanding, dated April 26, 2007 between DAAR Communications Limited and Olivegates Pictures, commissioning Olivegates Limited to produce two soap operas for Daar.

- 5) A distribution and Subscription Management Service Agreement between DAAR Communications Limited and Globecast Television Corporation, dated January 19, 2004.
- 6) An International Affiliation Agreement dated September 28, 2006 between Echostar Satellite L.L.C and DAAR Communications Inc., and S Corporation Africa Independent Television.
- 7) A Radio Channel Distribution Agreement dated October 1, 2003 and entered into for the distribution of Raypower 100.5 FM, between Multichoice Africa Limited and DAAR.

Regulatory Licenses and Agreement

- 8) National Broadcasting Corporation of Nigeria (“NBC”) press release dated 14th June 1995 granting approval for Nigeria’s first satellite television broadcast license to DAAR.
- 9) A letter from the NBC dated 14th June 1995 conveying the Head of State’s approval for the granting of a license for Satellite broadcasting of television programme to DAAR.
- 10) A letter from NBC dated 28th May 1999 to DAAR’s Chairman informing him of the approval by the Head of State of Nigeria for the granting of a License to cooperate Ray Power 2 in Lagos.
- 11) An NBC letter dated July 8th 1999 to the DAAR’s Chairman of the Company conveying the NBC’s allocation of Channel 29 and approval of a broadcasting license for a Television station in Abuja.

The Solicitors to the Offer have noted that the licenses granted to DAAR also cover approval for Satellite broadcasting for global coverage. They also confirm that the company is duly licensed to carry on both radio and television broadcasting and that the licenses cover both terrestrial and satellite broadcasting of the company’s programmes. Other contracts and agreements are those arising in the normal course of business and are not deemed material to this transaction.

RELATIONSHIP BETWEEN THE ISSUER AND ITS ADVISERS

There is no relationship between the Company and any of its Advisers as at the date of the Prospectus.

CONSENTS

The following have given, and not withdrawn, their written consents to the issue of this Prospectus with their names and reports (where applicable) included in the form and context in which they appear:

Directors of the Company

High Chief Raymond Alaeogho Dokpesi
 Mr. Oritsedere Samuel Otubu
 Dr. Thomas A. Adaba
 Mallam Yaya Abubakar
 Alhaji Tahir Bello
 Ambassador (Chief) Segun Olusola
 Alhaji A. Dabo
 Mr. Emeka Lawrence
 Alhaji Gambo Lawan
 Prince Shedrack Akolokwu
 Mrs. Toru Ofili
 Alhaji Ladi Lawal
 Mr. John Iwarue
 Mr. Makinde Ilijitima I. Williams
 Mrs. Oluwatosin Dokpesi
 Alhaji Uyah A. Chukwuemeka

Acting Company Secretary

Financial Advisers

Joint Issuing Houses

Mr. Anegebe A. Akiotu

Ayodele E. Ogundele

BGL Limited

BGL Securities Limited

Skye Bank Plc

Fidelity Bank Plc

Wema Asset Management Limited

First Inland Bank Plc

Spring capital Markets Limited

Eco Bank Nigeria Plc

Greenwich Trust Plc

Northbridge Investment and Trust Ltd

Joint Underwriters

BGL Limited

Skye Bank Plc

Fidelity Bank Plc

Wema Asset Management Limited

First Inland Bank Plc

Spring capital Markets Limited

Eco Bank Nigeria Plc

Greenwich Trust Plc

Northbridge Investment Trust Limited

Joint Stockbrokers

BGL Securities Limited

ICON Stockbrokers Limited

Capital Assets Limited

Camry Securities Limited

Core Trust and Investment Limited

Equity Capital Solutions Limited

Falcon Securities Limited

Finmal Finance Company Limited

Fidelity Union Securities Limited

First Inland Securities and Asset Management Limited

Greenwich Trust Limited

PrimeWealth Capital Limited

Professional Stockbrokers Limited

Santrust Securities Limited

UBA Stockbrokers Limited

UNEX Securities Limited

Auditors

Ighodalo & Co

Abduraheem Olaniyi & Co

Reporting Accountants

Ahmed Zakari & Co

Solicitors to the Company

Olatunji Sofowora & Co

Solicitors to the Offer

Chuma Anosike & Co

Dama Afabor & Co

Registrars

First Registrars Nigeria Limited

Joint Receiving Bankers

Eco Bank Nigeria Plc

Fidelity Bank Plc

First Inland Bank Plc

Oceanic Bank International Plc

Skye Bank Plc

United Bank for Africa Plc

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following may be inspected at the offices of BGL Securities Limited, No.12A, Catholic Mission Street, Lagos Island, Lagos; Skye Bank Plc, 3, Akin Adesola Street, Victoria Island, Lagos; Fidelity Bank Plc, 23, Awolowo Road, Ikoyi, Lagos; Wema Asset Management Limited, 1st Floor, Leventis Building, 42/43, Marina, Lagos; First Inland Bank Plc, 4/6, Adetokunbo Ademola Street, Victoria Island, Lagos; Spring Capital Markets Limited, Plot 1611, Adeola Hopewell Street, Victoria Island, Lagos; Eco Bank Nigeria Plc, Plot 21, Ahmadu Bello Way, Victoria Island, Lagos; Greenwich Trust Limited, Plot 1698A, Oyin Jolayemi Street, Victoria Island and Northbridge Investment and Trust Limited, 5th Floor, NICON Plaza, Muhammadu Buhari Way, Central Business District, Abuja during normal business hours on any weekday (except holidays), from Monday February 20, 2008 to 1.30pm on Monday March 31, 2008.

1. Certificate of Incorporation of the Company
2. Memorandum and Articles of Association of the Company
3. The Shareholders Resolution authorizing the Offer
4. The Board Resolution authorizing the Offer
5. The audited financial statements of the Company for each of the five years ended 31 December 2006, 2005, 2004, 2003 and 2002; and six months ended 30 June 2007
6. The Report of Ahmed Zakari & Co (Chartered Accountants), the Reporting Accountants, on the audited financial statements of the Company for the years ended 31 December 2006, 2005, 2004, 2003 and 2002 and six months ended 30 June 2007;
7. The Report of Ahmed Zakari & Co (Chartered Accountants), Reporting Accountants, on the Profit Forecast of the Company for the years ending 31 December 2008, 2009, 2010, 2011, 2012 and 2013.
8. The list of outstanding Claims and Litigation referred to in 8 above
9. The Materials Contracts referred to in 10 above
10. The Written Consents referred to in 12 above
11. The letter of approval from the Securities and Exchange Commission
12. The letter of Approval from the Nigerian Stock Exchange

PROCEDURE FOR APPLICATION AND ALLOTMENT

1. APPLICATION

- 1) The general investing public is hereby invited to apply for the ordinary shares through any of the receiving agents listed on page 25 of this Prospectus.
- 2) Application for the ordinary shares now being offered must be made in accordance with the instructions set out on the back of the Application Form. Care must be taken to follow the instructions as applications which do not comply will be rejected.
- 3) The application list for ordinary shares will open on Monday, February 25, 2008 , and close on Monday, March 31, 2008. Applications for the shares must be for a minimum of 1,000 shares and in multiples of 100 shares thereafter. The number of shares for which application is made and the amount of the cash, cheque or bank draft attached should be entered in the boxes provided.
- 4) The subscription currency for the offer is the Nigerian Naira (₦). However, foreign currency subscribers are advised to contact any of the Receiving Banks for the applicable US Dollar exchange rate on the date the remittance is being effected.
- 5) Applications must be made only on the application form. However, applications made on photocopies of the application form will be accepted.
- 6) The applicant should make only one application, whether in his own name or in the name of a nominee. Multiple or suspected multiple applications will be rejected.
- 7) Individual applicants should sign the declaration and write his/her name, address, occupation in the appropriate section on the Application Form for the Offer while the preceding sections should be completed in the case of joint applicants. A corporate applicant should write its full name, address, Incorporation (RC) number and affix its official seal in the clearly marked section for this purpose.
- 8) Each Application should be forwarded ONLY to any of the Receiving Agents listed on page 25 of this prospectus, together with the cash, cheque or bank draft for the full amount of the purchase price, crossed “**DAAR Offer**” and made payable to the Receiving Agent to which the application is addressed. All bank drafts will be presented upon receipt and all applications in respect of which cheques or bank drafts are returned unpaid will be rejected.

2. ALLOTMENT

BGL Securities Limited, Fidelity Bank Plc, Skye Bank Plc, Wema Asset Management Limited, Spring Capital Markets Limited, Eco Bank Nigeria Plc, FirstInland Bank Plc, Northbridge Investment and Trust Limited and Greenwich Trust Limited reserve the right to accept or reject any application in whole or in part. The allotment Proposal will be subject to the clearance of the SEC.

3. APPLICATION MONIES

All application monies will be retained in separate interest yielding bank accounts with the Receiving Banks pending allotment. If any application is not accepted, or is accepted for fewer shares than the number applied for, a crossed cheque for the full amount or the balance of the amount paid with interest (as the case may be) will be returned by registered post within 5 (five) working days of allotment. Share Certificates in respect of shares allotted will be sent by registered post not later than 15 (fifteen) working days from the allotment. *Any investors who does not wish to receive his/her physical share certificate, should state the name of his/her Stockbroker, his/her CSCS account number and Clearing House Number in the space provided on the Application Form.*

RECEIVING AGENTS

Application Forms may be obtained free of charge from any of the following Receiving Agents registered as capital market operators by SEC, to whom brokerage will be paid at the rate of 75 Kobo per ₦100 worth of units allotted in respect of applications bearing their official stamps.

The Issuing House cannot accept responsibility for the conduct of any of the institutions listed below. Investors are therefore advised to conduct their own independent enquiries before choosing an agent to act on their behalf. Evidence of lodgement of funds at any of the Receiving Agents listed below, in the absence of corresponding evidence of receipt by the Issuing Houses, cannot give rise to a liability on the part of the Issuing House under any circumstances.

BANKS

Access Bank Plc Afribank Nigeria Plc Diamond Bank Plc Ecobank Plc Equitorial Trust Bank Plc Fidelity Bank Plc First Bank Plc First City Monument Bank Plc	First Inland Bank Plc Guaranty Trust Bank Plc IBTC- Chartered Bank Plc Nigeria International Bank Plc Intercontinental Bank Plc Oceanic International Bank Plc Platinum Habib Bank Plc Skye Bank Plc Spring Bank Plc	Sterling Bank Plc Stanbic Bank Nigeria Limited Standard Chartered Bank of Africa Union Bank Plc United Bank for Africa plc Zenith Bank Plc Unity Bank Plc Wema Bank Plc
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A.A.A Stockbrokers Limited Adamawa Securities Limited AHL Securities Ltd Alliance Capital Management Company Ltd Altrade Securities Ltd AMYN Investments Ltd Anchoria Investment & Securities Ltd Apel Asset & Trust Limited APT Securities & Funds Ltd Associated Asset Managers Ltd Atlas Portfolio Ltd Bellfry Investment & Securities Ltd Best link Investment Ltd Best Worth Assets & Trust Ltd BFCL Assets & Securities Ltd BGL Securities Ltd BSD Securities Ltd Bytofel Trust & Securities Ltd Calyx Securities Ltd Camry Securities Ltd Capital Asset Ltd Capital Bancorp Ltd Capital Express Securities Ltd Capital Trust Brokers Limited Cash Craft Securities Ltd Centre-Point Investment Ltd Century Securities Ltd City-Code Trust & Investment Ltd Consolidated Investment Ltd Cooper Fleming Stockbrokers Ltd Coretrust & Investment Ltd Counters Trust Securities Ltd Cowry Asset Management Ltd Crossworld Securities Ltd CSL Stockbrokers Ltd Davandy Finance & Securities Ltd De-Canon Investment Ltd De-Lords Securities Ltd Denham Management Ltd Dependable Securities Ltd Dynamic Portfolios Ltd EBN Securities Ltd ECL Asset Management Ltd Emerging Capital Ltd Empire Securities Ltd Enterprise Stockbroker Plc ESL Securities Ltd ESS Investment & Trust Ltd Eurocomm Securities Ltd Excel Securities Ltd Express Portfolio Services Ltd F & C Securities Ltd Falcon Securities Ltd Finmal Finance Services Ltd First Alstate Securities Ltd First Equity Securities Ltd First Stockbrokers Ltd FIS Securities Ltd Foresight Securities Investment Ltd Forte Asset Management Ltd Foresight Securities Investment Limited Forte Asset Management Ltd Forthright Securities & Investments Ltd Fountain Securities & Investment Ltd Future View Securities Ltd	Gidauniya Investment & Securities Ltd Global Assets Management (Nig) Ltd Golden Securities Ltd Greenwich Trust Ltd GTI Capital Ltd Heartbeat Investments Limited Hedge Securities & Investment Company Ltd Horizon Stockbrokers Ltd IBTC Asset Management Ltd ICMG Securities Limited ICON Stockbrokers Ltd Ideal Securities & Investments Ltd Independent Securities Ltd Intercontinental Securities Ltd Integrated Trust & Investments Ltd International Standard Securities Ltd Interstate Securities Ltd Investment Centre Ltd Investment Masters & Trust Ltd Jenkins Investment Ltd Kapital Care Trust & Securities Ltd Kinley Securities Ltd Kundila Finance Services Ltd Lambeth Trust & Investments Company Ltd LB Securities Ltd Lead Capital Ltd Lighthouse Asset Management Ltd Maclaize Trust & Securities Ltd Mainland Trust Ltd Maninvest Asset Management Ltd Marimpex Finance & Investment Ltd Marina Securities Limited Maven Asset Management Ltd Maxifund Investment & Securities Ltd Mayfield Investment Ltd MBC Securities Ltd MBL Financial Services Ltd Mega Equities Ltd Mercov Securities Ltd Meristem Securities Ltd Metropolitan Trust Nigeria Ltd Midas Stockbrokers Limited Mission Securities Ltd Molten Trust Ltd Mountain Investment & Securities Ltd Newdevco Investment & Securities Ltd Nigerian International Securities Ltd Nigerian Stockbrokers Ltd Omas Investment & Trust Ltd OMF Securities & Finance Ltd Options Securities Ltd P.S.I Securities Ltd Partnership Investment Company Limited Perfecta Investment Trust Ltd Peninsula Asset Management Limited Pilot Securities Ltd Pine Fields Investment Services Ltd Pivot Trust & Investment Company Ltd Premium Services Ltd Professional Stockbrokers Ltd Profund Securities Ltd PSL Securities Ltd Pyramid Securities Ltd Quantum Securities Ltd	Reading Investments Ltd Regency Assets Management Ltd Resano Securities Limited Resort Securities & Trusts Ltd Reward Inv & Sec Ltd RivTrust Securities Limited Rohex Securities Ltd Rostrum Inv. & Inv Securities Limited Royal Crest Finance Ltd Santrust Securities Ltd Securities Solutions Ltd Securities Trading and Investment Ltd Securities Transaction & Trust Company Ltd Security Swaps Ltd Shelong Investment Ltd Sigma Securities Ltd Signal Investments Securities Limited SMADAC Securities Limited Solid Rock Securities & Investment Ltd Spring Stockbrokers Ltd Spring Trust & Securities Ltd Springboard Trust & Investment Ltd Stanbic Equities Nig. Ltd Stanwal Securities Ltd Strategy & Arbitrage Ltd Summa Guaranty & Trust Co Summit Finance Company Ltd Supra Commercial Trust Ltd TFS Securities & Investment Ltd Tiddo Securities Ltd Tomil Trust Ltd Topmost Finance & Investment Ltd Tower Assets Management Ltd Tower Securities & Investment Ltd Traders Trust & Investment Company Ltd Trans Africa Financial Services Ltd Transworld Investment Ltd Tropics Securities Ltd Trust Yield Securities Ltd Trusthouse Investments Ltd TRW Stockbrokers Limited UBA Global Markets Limited UNEX Securities & Investment Ltd Union Capital Markets Ltd Valmon Securities Ltd Valueline Securities & Investment Ltd Vetiva Capital Management Ltd Vision Trust & Investment Ltd Viva Securities Ltd Wizetrade Capital Asset Management Ltd WSTC Financial Services Ltd Yobe Investment Company Ltd Zenith Securities Ltd
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APPLICATION FORM – OFFER FOR SUBSCRIPTION

Application List Opens
Monday
February 25, 2008



Application List Closes
Monday
March 31, 2008

JOINT ISSUING HOUSES:



RC 269666



DAAR COMMUNICATIONS PLC
Offer for Subscription of
1,829,478,000 Ordinary Shares of 50 kobo each
at 5.00 per share
Payable in Full on Application



RC 112876



RC. 189502



RC 375525



Fidelity Bank Plc



RC 89773



RC 112876



RC. 497385

Applications must be made in accordance with the instructions set out on the back of this application form. Care must be taken to follow these instructions as applications that do not comply may be rejected. If you are in any doubt, please consult your Stockbroker, Accountant, Banker, Solicitor or any other professional adviser for guidance.

DECLARATION

- I/We am/are 18 years of age or over
- I/We authorise you to send a share certificate and/or cheque for any amount overpaid, by Registered post to the address given below and to procure registration in my/our name as the holder(s) of such number of shares or such smaller number, as aforesaid.

- I/We attach the amount payable in full on application for the number of shares in DAAR Communication Plc at N5.00 per share.
- I/We agree to accept the same or any smaller number of shares in respect of which allotment may be made upon the terms of the Prospectus and subject to the Memorandum and Articles of Association of DAAR Communications Plc.
- I/We declare that I/We have read a copy of the Prospectus for the Offer dated February 20, 2008 by the Joint Issuing Houses on behalf of DAAR Communications Plc.

GUIDE TO APPLICATION

Number of units applied for 1,000 minimum Subsequent multiples of 100 units	Amount payable N5,000.00 N 500.00
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Date (DD/MM/YYYY)

/ / 2 0 0 8

CONTROL NO: (Registrar's use only)

Number of Units Applied for:

Value of units applied for / Amount Paid

N

PLEASE COMPLETE IN BLOCK LETTERS

1. INDIVIDUAL / CORPORATE APPLICANT

Surname / Company's Name Title: Mr. Mrs. Miss Others

Other Names (for individual applicant only)

Full Postal Address

Street

Town/State

Land Phone Number

Mobile (GSM) Phone Number

Email Address

Next of Kin

CSCS NO (if you want shares allotted credited to your CSCS A/C)

Clearing House No.

2. JOINT APPLICANT

Surname Title: Mr. Mrs. Miss

Other Names

3. Bank details (for E-Dividend):

Name of Bank

Branch

Account No:

Signature or Thumbprint



Signature or Thumbprint

Stamp of Receiving Agent

Company Seal & Incorporation Number (Corporate Applicant)

0892360963

* Subscribers are advised to contact their stockbrokers for their Clearing House Number.

INSTRUCTIONS FOR COMPLETING THE FORM

1. Applications should be made only on the Application Form or photocopy, downloaded or scanned copies of the Application Form.
2. Applications must not be for less than the minimum number of shares stated on the Application Form. Applications for more than the minimum number of shares must be in the multiples stated on the Application Form. The number of ordinary shares for which an application is made and the amount of the cheque or bank draft attached should be entered in the boxes provided.
3. The Application Form when completed should be lodged with any of the Receiving Agents listed on Page 25. Applications must be accompanied by a cheque or bank draft made payable to the Receiving Agent to whom the application is submitted, for the full amount payable on application. The cheque or draft must be drawn on a bank in the same town or city in which the Receiving Agent is located and crossed “**DAAR OFFER**” with the name, address and daytime telephone number of the applicant written on the back. All bank commissions and transfer charges must be prepaid by the applicant. All cheques and drafts will be presented upon receipt and all applications in respect of which cheques are returned unpaid will be rejected.
4. The applicant should make only one application, whether in his own name or in the name of a nominee. Multiple or suspected multiple applications will be rejected.
5. Joint applicants must all sign the Application Form.
6. An application from a group of individuals should be made in the names of those individuals with no mention of the name of the group. An application by a firm which is not registered under the Companies and Allied Matters Act Cap C20 LFN 2004 should be made either in the name of the proprietor or in the names of the individual partners. In neither case should the name of the firm be mentioned.
7. An application from a corporate body must bear the corporate body’s seal and be completed under the hand of a duly authorised official.
8. An application by an illiterate should bear his right thumbprint on the Application Form and be witnessed by an official of the Bank or Stockbroker at which the application is lodged who must first have explained the meaning and effect of the Application Form to the illiterate in his own language. Above the thumb print of the illiterate, the witness must record in writing that he has given this explanation to the illiterate in a language understandable to him and that the illiterate appeared to have understood same before affixing his thumb impression.
9. The applicant should not print his signature. If he is unable to sign in the normal manner he should be treated for the purpose of this as an illiterate and his right thumbprint should be clearly impressed on the Application Form.
10. Applications should be made only on the Application Form or photocopy, downloaded or scanned copies of the Application Form.

Application Form

DAAR COMMUNICATIONS PLC