

SUPPLEMENTARY PROSPECTUS  
UNITED INTERNATIONAL  
HOLDING COMPANY



الشركة المتحدة الدولية القابضة  
UNITED INTERNATIONAL HOLDING

This Supplementary Prospectus (“**Supplementary Prospectus**”) is a supplement to the Red Herring Prospectus dated 17/04/1446H (corresponding to 20/10/2024G) (the “**Red Herring Prospectus**”) issued by United International Holding Company (“**UIHC**”) (hereinafter referred to as the “**Company**” or the “**Issuer**”) in connection with the offering of seven million, five hundred thousand (7,500,000) Ordinary Shares, representing 30% of the share capital of the Issuer (the “**Offering**”). This Supplementary Prospectus must be read in conjunction with the original Red Herring Prospectus.

Sole Financial Advisor and Lead Manager



Joint Bookrunners and Underwriters



EFG Hermes

**Important Notice:**

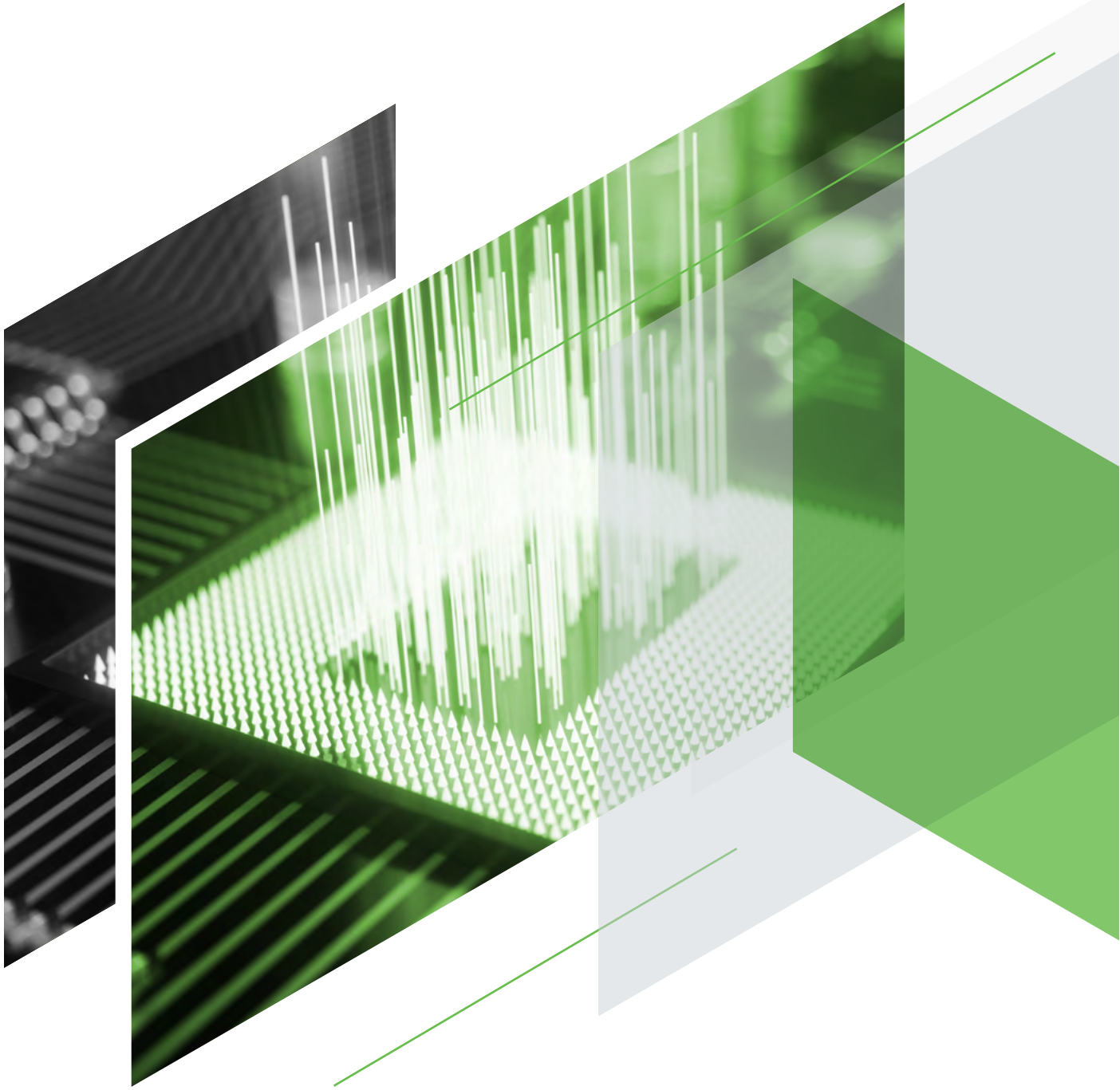
This Supplementary Prospectus includes information for the application for registration and offer of securities in compliance with the Rules on the Offer of Securities and Continuing Obligations (“**OSCOs**”) issued by the Capital Market Authority (the “**Authority**” or “**CMA**”) and the application for listing securities in accordance with the Listing Rules of the Saudi Stock Exchange (the “**Exchange**”). The Directors, whose names appear on page (III) of the Red Herring Prospectus, collectively and individually accept full responsibility for the accuracy of the information contained in this Supplementary Prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading. The Authority and the Exchange do not take any responsibility for the contents of this Supplementary Prospectus, do not make any representations as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Supplementary Prospectus.

For purposes of the Offering in the Kingdom of Saudi Arabia, (i) this Supplementary Prospectus is an unofficial English translation of the official Arabic Supplementary Prospectus and is provided for information purposes only and (ii) the Arabic Supplementary Prospectus published on the CMA’s website ([www.cma.org.sa](http://www.cma.org.sa)) remains the only official, legally binding version and shall prevail in the event of any conflict between the two versions.

This Supplementary Prospectus is dated 24/04/1446H (corresponding to 27/10/2024G).



الشركة المتحدة الدولية القابضة  
UNITED INTERNATIONAL HOLDING



SUPPLEMENTARY  
PROSPECTUS

## Sole Financial Advisor and Lead Manager

**HSBC Saudi Arabia**

HSBC Building  
7267 Olaya Street, Al Murooj District  
Riyadh 2255-12283  
Kingdom of Saudi Arabia  
Tel: +966920005920  
Fax: +966112992385  
Website: [www.hsbcSaudi.com](http://www.hsbcSaudi.com)  
Email: [uihcipo@hsbcSaudi.com](mailto:uihcipo@hsbcSaudi.com)



## Joint Bookrunners and Underwriters

**HSBC Saudi Arabia**

HSBC Building  
7267 Olaya Street, Al Murooj District  
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Email: [uihcipo@hsbcSaudi.com](mailto:uihcipo@hsbcSaudi.com)

**EFG Hermes KSA**

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Email: [efg\\_projectvault@efg-hermes.com](mailto:efg_projectvault@efg-hermes.com)



## Legal Advisor to the Issuer

**The Law Firm of Salah Al-Hejailan**

114 Al-Ahsa Street  
P.O. Box 1454, Riyadh 11431  
Kingdom of Saudi Arabia  
Tel: +966114792200  
Fax: +966114791717  
Website: [www.hejailanlaw.com](http://www.hejailanlaw.com)  
Email: [lfshriyadh@hejailanlaw.com](mailto:lfshriyadh@hejailanlaw.com)

صالح الحميدان محامون ومستشارون  
**The Law Firm of Salah Al-Hejailan**

## Legal Advisor to the Issuer outside the Kingdom

**Freshfields Bruckhaus Deringer LLP**

100 Bishopsgate  
London  
United Kingdom  
EC2P 2SR  
Tel.: +44 20 7936 4000  
Website: [www.freshfields.com](http://www.freshfields.com)  
Email: [\\$projectvault@freshfields.com](mailto:$projectvault@freshfields.com)



Legal Advisor to the Financial Advisor, Lead Manager, Bookrunners and Underwriters outside the Kingdom

**Baker McKenzie Limited**

100 New Bridge Street

London EC4V 6JA

United Kingdom,

Tel: +44 20 7919 1000

Fax: +44 20 7919 1999

Website: [www.bakermckenzie.com](http://www.bakermckenzie.com)

Email: [legal.advisors@bakermckenzie.com](mailto:legal.advisors@bakermckenzie.com)

**Baker  
McKenzie.**

Legal Advisor to the Financial Advisor, Lead Manager, Bookrunners and Underwriters

**Baker McKenzie Legal Advisors**

P.O. Box 69103

Riyadh 11547

Kingdom of Saudi Arabia

Tel: +966 11 265 8900

Fax: +966 11 265 8999

Website: [www.bakermckenzie.com](http://www.bakermckenzie.com)

Email: [legal.advisors@bakermckenzie.com](mailto:legal.advisors@bakermckenzie.com)

بيكر  
مكتزي

Financial Due Diligence Advisor

**Ernst & Young Professional Services (Professional LLC)**

Al Faisaliah Tower, 14th Floor

King Fahad Road

P.O. Box 2732, Riyadh 11461

Kingdom of Saudi Arabia

Tel: +966112159898

Fax: +966112734730

Website: [www.ey.com](http://www.ey.com)

Email: [ey.ksa@sa.ey.com](mailto:ey.ksa@sa.ey.com)



Auditor

**PricewaterhouseCoopers - Public Accountants**

Hugayet Tower, Dhahran Airport

31932, P.O. Box 467

Kingdom of Saudi Arabia

Tel: +966138496311

Fax: +966138496281

Website: [www.pwc.com](http://www.pwc.com)

Email: [info@sa.pwc.com](mailto:info@sa.pwc.com)



Market Study Advisor

**Euromonitor International Ltd.**

60-61 Britton Street

London, EC1M 5UX

United Kingdom

Tel: +44 20 7251 8024

Fax: +44 20 7608 3149

Website: [www.euromonitor.com](http://www.euromonitor.com)

Email: [info@Euromonitor.com](mailto:info@Euromonitor.com)

 EUROMONITOR  
INTERNATIONAL

**Note:** The Auditor and the above-mentioned Advisors have given their written consent to the publication of their names and logos in the form and context in which they appear in this Supplementary Prospectus. In addition, each of the above-mentioned Advisors have given their written consent for the inclusion of their statements in the form and context in which they appear in this Supplementary Prospectus, and none of the Advisors have withdrawn their consent as of the date of publication of this Supplementary Prospectus. Neither they, their employees (who are amongst the team providing services to the Company) nor any of their relatives have any shareholding or interest of any kind in the Company or its Subsidiaries as of the date of this Supplementary Prospectus which would impair their independence.

## Receiving Agents

**SAB Invest**

Al-Olaya General Street  
 P.O. Box 1467, Riyadh 11431  
 Kingdom of Saudi Arabia  
 Phone: 8001242442  
 Fax: +966 (12) 216 9102  
 Website: [www.sabinvest.com](http://www.sabinvest.com)  
 Email: [customercare@sabinvest.com](mailto:customercare@sabinvest.com)

**Al Rajhi Capital**

Head Office, King Fahd Road, Al Murouj District  
 P.O. Box 5561, Riyadh 11432  
 Kingdom of Saudi Arabia  
 Phone: +966 92 00005856  
 Fax: +966 (11) 460 0625  
 Website: [www.alrajhi-capital.com](http://www.alrajhi-capital.com)  
 Email: [InvestmentBankingTeam@alrajhi-capital.com](mailto:InvestmentBankingTeam@alrajhi-capital.com)

**SNB Capital**

King Saud Street, Al Murabba District - Building No. 7347  
 P.O. Box 2575, Riyadh 12624  
 Kingdom of Saudi Arabia  
 Phone: +966 920000232  
 International Call Center: +966 (11) 4060052  
 Website: [www.alahlicapital.com](http://www.alahlicapital.com)  
 Email: [snbc.cm@alahlicapital.com.sa](mailto:snbc.cm@alahlicapital.com.sa)

**Alinma Investment Company**

Al Anood Tower 2, King Fahad Road  
 P.O. Box 55560, Riyadh 11544  
 Kingdom of Saudi Arabia  
 Phone: +966 (11) 2185999  
 Fax: +966 (11) 2185970  
 Website: [www.alinmainvestment.com](http://www.alinmainvestment.com)  
 Email: [info@alinmainvest.com](mailto:info@alinmainvest.com)

**Riyad Capital Company**

2414 - Al Shahada District, Unit No. 69  
 P.O. Box 13241, Riyadh 7279  
 Kingdom of Saudi Arabia  
 Phone: +966 (11) 4865649  
 Fax: +966 (11) 4865908  
 Website: [www.riyadcapital.com](http://www.riyadcapital.com)  
 Email: [ask@riyadcapital.com](mailto:ask@riyadcapital.com)

**AlJazira Capital Company**

King Fahd Street, Al Rahmaniya  
 P.O. Box 20438, Riyadh 11455  
 Kingdom of Saudi Arabia  
 Phone: +966 (11) 2256000  
 Fax: +966 (11) 2256182  
 Website: [www.aljaziracapital.com.sa](http://www.aljaziracapital.com.sa)  
 Email: [contactus@aljaziracapital.com.sa](mailto:contactus@aljaziracapital.com.sa)



## Receiving Agents

### Alistithmar for Financial Securities and Brokerage Company

King Fahd Road  
Riyadh  
Kingdom of Saudi Arabia  
P.O. Box: 6888, Postal Code: 11452  
Phone: +966 (11) 2547666  
Fax: +966 (11) 4896253  
Website: [www.icap.com.sa](http://www.icap.com.sa)  
Email: [WebEcare@icap.com.sa](mailto:WebEcare@icap.com.sa)



### AlBilad Investment Company

3701 King Fahd Road - Al Olaya - 12313  
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Kingdom of Saudi Arabia  
Phone: 800116002  
Fax: +966 (11) 2906299  
Website: [www.albilad-capital.com](http://www.albilad-capital.com)  
Email: [investmentbanking@albilad-capital.com](mailto:investmentbanking@albilad-capital.com)



### ANB Capital Company

King Faisal Street  
Arab National Bank Financial Building  
P.O. Box 220009, Riyadh 11311  
Kingdom of Saudi Arabia  
Phone: +966 (11) 4062500  
Fax: +966 (11) 4062548  
Website: [www.anbcapital.com.sa](http://www.anbcapital.com.sa)  
Email: [investment.banking@anbcapital.com.sa](mailto:investment.banking@anbcapital.com.sa)



### Derayah Financial Company

Al-Takhasusi Street - Prestige Center - Third Floor  
Riyadh  
Kingdom of Saudi Arabia  
Phone: +966 (11) 2998000  
Fax: +966 (11) 4195498  
Website: [web.derayah.com](http://web.derayah.com)  
Email: [support@derayah.com](mailto:support@derayah.com)



### Saudi Fransi Capital

King Fahd Road – 8092  
P.O. Box 23454  
Riyadh 12313-3735  
Kingdom of Saudi Arabia  
Tel: +966 (11) 282 6666  
Fax: +966 (11) 282 6723  
Website: [www.bsfcapital.sa](http://www.bsfcapital.sa)  
E-mail: [sfc-supportcenter@FransiCapital.com.sa](mailto:sfc-supportcenter@FransiCapital.com.sa)



## Receiving Agents

**Yaqeen Capital**

Al-Wurud District - Al-Olaya Street  
 P.O. Box 884, Riyadh 11421  
 Kingdom of Saudi Arabia  
 Phone: +966 800 4298888  
 Fax: +966 (11) 2054827  
 Website: [www.yaqeen.sa](http://www.yaqeen.sa)  
 Email: [addingvalue@yaqeen.sa](mailto:addingvalue@yaqeen.sa)

**Alkhabeer Capital**

Madinah Road  
 P.O. Box 128289, Jeddah 21362  
 Kingdom of Saudi Arabia  
 Phone: +966 (12) 6129345  
 Fax: +966 (12) 6856663  
 Website: [www.alkhabeer.com](http://www.alkhabeer.com)  
 Email: [info@alkhabeer.com](mailto:info@alkhabeer.com)

**Sahm Capital Financial Company**

building 3.05 - KAFD  
 Riyadh 13519, KSA  
 Kingdom of Saudi Arabia  
 Phone: +966 (11) 4145260  
 Website: [www.sahmcapital.com](http://www.sahmcapital.com)  
 Email: [info@sahmcapital.com](mailto:info@sahmcapital.com)



## 1. The Company

United International Holding Company is a Saudi closed joint-stock company registered under Commercial Registration No. 2051237935, dated 15/03/1443H (corresponding to 21/10/2021G) issued in Al-Khobar, pursuant to Ministerial Resolution No. 621, dated 13/03/1443H (corresponding to 19/10/2021G).

The Issuer's current share capital is two hundred and fifty million Saudi Riyals (SAR 250,000,000), divided into twenty-five million (25,000,000) fully paid Ordinary Shares with a nominal value of ten Saudi Riyals (SAR 10) per share. The Company's head office is located at King Faisal Bin Abdulaziz Street, Al Rawabi District, Al Rakah Area, P.O. Box 76688, Al-Khobar 31952, KSA.

## 2. Directors Declaration

The Directors whose names appear on page III of the Red Herring Prospectus hereby acknowledge and confirm the following:

- Save as disclosed in this Supplementary Prospectus, no significant change in material matters disclosed in the Red Herring Prospectus or additional significant matters have arisen; and
- That this Supplementary Prospectus was presented to the CMA and issued on 24/04/1446H (corresponding to 27/10/2024G) and that it supplements the Red Herring Prospectus issued by the Company dated 17/04/1446H (corresponding to 20/10/2024G) and published on the CMA's website on 17/04/1446H (corresponding to 20/10/2024G).

## 3. Notices

The Company, the Selling Shareholder, and the Financial Advisor draw the attention of the recipients of this Supplementary Prospectus to the importance of considering and abiding by all of the terms and restrictions relating to the Offering set forth in the Red Herring Prospectus.

This Supplementary Prospectus should be read in conjunction with the Red Herring Prospectus and prior to making an investment decision, each recipient of this Supplementary Prospectus is responsible for obtaining independent professional advice (in the case of investors in the Kingdom, from a CMA licensed financial advisor) in relation to the Offering. Each recipient of this Supplementary Prospectus must rely on its own examination of the Company and the appropriateness of both the investment opportunity and the information herein with regard to the recipient's individual objectives, financial situation and needs, including the merits and risks involved in investing in the Offer Shares.

Defined terms used in this Supplementary Prospectus shall have the same meaning ascribed to them in the Red Herring Prospectus. Such terms are defined in Section 1 ("**Definitions and Abbreviations**") of the Red Herring Prospectus. This Supplementary Prospectus may not be distributed and the Offer Shares may not be sold to any person other than the Participating Parties and/or Individual Investors described in the Red Herring Prospectus.

The Supplementary Prospectus has been published in both Arabic and English languages, with the English version being an unofficial translation. In the event of any conflict between the two versions, the Arabic version shall prevail, being the only approved version by the CMA and is legally binding.

## 4. Reasons for the issuance of the supplementary prospectus

In accordance with Article (49) of the OSCOs, an issuer must submit a supplementary prospectus to the CMA if at any time after the prospectus has been published, and prior to the completion of the Offering, an issuer becomes aware that:

1. There has been a significant change in material matters contained in the prospectus; or
2. Significant matters have become known which would have been required to be included in the prospectus.

The Company and Selling Shareholder have received a binding undertaking that was submitted by Zamil Group Investment Company on 21/04/1446H (corresponding to 24/10/2024G) and The Company for Cooperative Insurance (Tawuniya) on 21/04/1446H (corresponding to 24/10/2024G) and Abdulkadir Al Muhaidib & Sons Co. on 21/04/1446H (corresponding to 24/10/2024G) to the Company and the Selling Shareholder, that should be disclosed in this Supplementary Prospectus given the materiality of such information. Zamil Group Investment Company, The Company for Cooperative Insurance (Tawuniya), and Abdulkadir Al Muhaidib & Sons Co. have committed to subscribe, as cornerstone investors, to three hundred ninety thousand six hundred twenty-five (390,625) shares, to three hundred ninety thousand six hundred twenty-five (390,625) shares, and to three hundred ninety thousand six hundred twenty-five (390,625) shares, respectively, of the Offer Shares (representing approximately 1.6%, 1.6%, and 1.6%, respectively, of the Company's capital) and the Company agreed to allocate such shares to Zamil Group Investment Company, The Company for Cooperative Insurance (Tawuniya), and Abdulkadir Al Muhaidib & Sons Co. as Cornerstone Investors in the Offering process.

Zamil Group Investment Company is a limited liability company established in 1988G and headquartered in Al-Khobar, Kingdom of Saudi Arabia. Zamil Group Investment Company is the investment arm of Zamil Group Holding Company, a leading investment holding company with a diversified portfolio covering the Kingdom of Saudi Arabia and the MENA region. Their investments cover multiple sectors including petrochemicals, offshore, trade and services, real estate, and investment. Zamil Group Investment Company is a long-term strategic investor that invests in publicly traded Saudi equities and private investment companies, in addition to having strategic partnerships.



The Company for Cooperative Insurance (Tawuniya) is a public Saudi joint-stock company established in 1986G and headquartered in Riyadh, Kingdom of Saudi Arabia. Tawuniya is the first national insurance company licensed in the Kingdom of Saudi Arabia to practice all types of insurance business.

Abdulkadir Al Muhaidib & Sons Co. is a closed joint-stock company established in 1943G and headquartered in Dammam, Kingdom of Saudi Arabia. Abdulkadir Al Muhaidib & Sons Co. is one of the prominent investment groups in the Kingdom of Saudi Arabia, and has investments in companies across both the public and private sectors in the Kingdom of Saudi Arabia and the Middle East. Its primary focus is on the food & consumer, industrial and infrastructure, real estate, and the financial sectors.

Zamil Group Investment Company, The Company for Cooperative Insurance (Tawuniya), and Abdulkadir Al Muhaidib & Sons Co. are major investors in the Saudi markets. The Company believes that the contribution of these Cornerstone Investors contributes to achieving growth and long-term strategic goals.

The Company has also made some amendments to the Red Herring Prospectus described in Section 5 ("Amendment to certain information in the Red Herring Prospectus") of this Supplementary Prospectus, for the purpose of amending some of the paragraphs contained in the Summary of the Offering in the Red Herring Prospectus regarding the subscription method for Participating Parties and in Table 3 of the Red Herring Prospectus with respect to the expected offering timetable.

## 5. Amendment to certain information in the Red Herring Prospectus

### 5-1 Certain paragraphs on the cover page of the Red Herring Prospectus have been amended to read as follows (after amendment):

The initial public offering (hereinafter referred to as the "Offering") consists of the offering of seven million, five hundred thousand (7,500,000) ordinary Shares (hereinafter referred to as the "**Offer Shares**", each of which is referred to as an "**Offer Share**"), representing 30% of the Issuer's share capital. The Offer Price will be ■ Saudi Riyals (■) per Share (hereinafter referred to as the "**Offer Price**"), with a fully paid nominal value of ten Saudi Riyals (SAR 10) per Share. Whereby the Company and Selling Shareholder have received binding undertakings submitted by Zamil Group Investment Company on 21/04/1446H (corresponding to 24/10/2024G) and The Company for Cooperative Insurance (Tawuniya) on 21/04/1446H (corresponding to 24/10/2024G) and Abdulkadir Al Muhaidib & Sons Co. on 21/04/1446H (corresponding to 24/10/2024G) to the Company and the Selling Shareholder, pursuant to which Zamil Group Investment Company, The Company for Cooperative Insurance (Tawuniya), and Abdulkadir Al Muhaidib & Sons Co. committed to subscribe as Cornerstone Investors to three hundred ninety thousand six hundred twenty-five (390,625) shares, three hundred ninety thousand six hundred twenty-five (390,625) shares, and three hundred ninety thousand six hundred twenty-five (390,625) shares, respectively of the Offer Shares (representing approximately 1.6%, 1.6%, and 1.6%, respectively, of the Company's capital) (the "**Cornerstone Investors' Shares**") and the Company agreed to allocate the Cornerstone Investors' Shares to them as part of the Offering process.

Subscription to the Offer Shares shall be limited to two tranches of investors (hereinafter collectively referred as the "**Investors**") as follows:

**Tranche (A) - Participating Parties:** This tranche comprises the parties entitled to participate in the book building process in accordance with the Book Building Instructions issued by the Board of the CMA in the KSA (hereinafter referred to as the "**Book Building Instructions**"), including investment funds, qualified foreign companies and institutions, corporate GCC investors and other foreign investors under SWAP Agreements (hereinafter collectively referred to as the "**Participating Parties**", and each individually as a "**Participating Party**") (for further details, please refer to Section (1) ("**Definitions and Abbreviations**") of this Prospectus). The number of Offer Shares that will initially be allocated to the Participating Parties during the book building process is seven million, five hundred thousand (7,500,000) ordinary Offer Shares, representing (100%) of the total Offer Shares. Amongst these share one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) will be allocated to Cornerstone Investors, if there is sufficient demand from Individual Investors (as defined in Tranche (B) below), the Lead Manager shall have the right, in consultation with the Company, to reduce the number of Offer Shares allocated to Participating Parties to a minimum of six million seven hundred and fifty thousand (6,750,000) Shares, representing (90%) of the total Offer Shares. Provided that this reduction is not applied to the Cornerstone Investors and that the final allocation to the Cornerstone Investors is one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) from the number of Offer Shares in all cases. Accordingly, five million five hundred seventy-eight thousand one hundred twenty-five (5,578,125) shares of the Offering Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The number and percentage of the Offer Shares to be allocated to Participating Parties will be determined as deemed appropriate by the Financial Advisor in coordination with the Issuer.

## 5-2 Certain paragraphs in the Summary of the Offering in the Red Herring Prospectus have been amended to read as follows (after the amendment):

<p><b>Offering</b></p>	<p>Offering of seven million, five hundred thousand (7,500,000) Ordinary Shares, representing (30%) of the Company's share capital at an Offer Price of [●] Saudi Riyals ([●]) per share. Which includes binding undertakings submitted by Zamil Group Investment Company on 21/04/1446H (corresponding to 24/10/2024G) and The Company for Cooperative Insurance (Tawuniya) on 21/04/1446H (corresponding to 24/10/2024G) and Abdulkadir Al Muhaidib &amp; Sons Co. on 21/04/1446H (corresponding to 24/10/2024G) to the Issuer and the Selling Shareholder, pursuant to which Zamil Group Investment Company, The Company for Cooperative Insurance (Tawuniya), and Abdulkadir Al Muhaidib &amp; Sons Co. committed to subscribe to, three hundred ninety thousand six hundred twenty-five (390,625) shares, three hundred ninety thousand six hundred twenty-five (390,625) shares, and three hundred ninety thousand six hundred twenty-five (390,625) shares, respectively, of the Offer Shares (representing approximately 1.6%, 1.6%, and 1.6%, respectively of the Company's capital) and the Company agreed to allocate these shares to the Cornerstone Investors as part of the Offering process.</p>
<p><b>Target Investor Classes</b></p>	<p>Subscription to the Offer Shares shall be limited to two tranches of investors as follows:</p> <p><b>Tranche (A) - Participating Parties:</b> This tranche comprises the parties entitled to participate in the book building process in accordance with the Book Building Instructions issued by the CMA, including investment funds, qualified foreign companies and institutions, corporate GCC investors and other foreign investors under SWAP Agreements. The number of Offer Shares to be allocated to Participating Parties during the book building process is seven million five hundred thousand (7,500,000) ordinary Offer Shares, representing 100%. If there is sufficient demand from Individual Investors, the Financial Advisor shall have the right, in consultation with the Company, to reduce the number of Offer Shares allocated to Participating Parties to a minimum of six million seven hundred and fifty thousand (6,750,000) Shares, representing 90% of the Offer Shares, provided that such reduction shall not apply to the Cornerstone Investors and the final allocation to the Cornerstone Investors shall be one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares in all cases. Accordingly, five million five hundred seventy-eight thousand one hundred twenty-five (5,578,125) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to Cornerstone Investors and Individual Investors. The Financial Advisor, in coordination with the Issuer, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties.</p>
<p><b>Number of Offer Shares for Participating Parties</b></p>	<p>Seven million, five hundred thousand (7,500,000) ordinary Shares, representing 100% of the total Offer Shares, of which one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares shall be allocated to the Cornerstone Investors. If there is sufficient demand from Individual Investors, and the Participating Parties subscribe to all the Offer Shares allocated thereto, the Lead Manager shall have the right to reduce the number of Shares allocated to Participating Parties to , six million seven hundred and fifty thousand (6,750,000) Shares, representing 90% of the Offer Shares, provided that such reduction shall not apply to the Cornerstone Investors and the final allocation to them shall be one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares in all cases. Accordingly, five million five hundred seventy-eight thousand one hundred twenty-five (5,578,125) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The Financial Advisor, in coordination with the Issuer, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties. If there is sufficient demand from public funds, [●] ([●]) ordinary Shares will provisionally be allocated thereto, representing [●] % of the total number of Offer Shares, provided that the final allocation to the Cornerstone Investors shall be one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares in all cases. It should be noted that in the event there is sufficient demand from Individual Investors to subscribe for the Offer Shares, the Lead Manager shall have the right to reduce the number of Shares allocated to public funds to a minimum of [●] ([●]) ordinary Shares, representing [●] of the total number of Offer Shares after completion of the subscription process for Individual Investors.</p>

**Allocation of Offer Shares Participating Parties**

The initial allocation of the Offer Shares will be made as the Financial Advisor deems appropriate, in coordination with the Company, using the discretionary allocation mechanism. It is possible that certain Participating Parties will not be allocated any Shares as deemed appropriate by the Company and the Financial Advisor. The Financial Advisor will make the final allocation of the Offer Shares to the Participating Parties after the end of the subscription period for the Individual Investors. The number of Offer Shares that will initially be allocated to the Participating Parties during the book building process is seven million, five hundred thousand (7,500,000) ordinary Offer Shares, representing 100% of the total Offer Shares, of which one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares shall be allocated to the Cornerstone Investors. If there is sufficient demand from Individual Investors, the Lead Manager shall have the right to reduce the number of Shares allocated to Participating Parties to a maximum of six million seven hundred and fifty thousand (6,750,000) Shares, representing 90% of the Offer Shares, provided that such reduction shall not apply to the Cornerstone Investors and the final allocation to the Cornerstone Investors shall be one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares in all cases. Accordingly, five million five hundred seventy-eight thousand one hundred twenty-five (5,578,125) Offer Shares will be allocated to the Participating Parties other than the Offer Shares allocated to the Cornerstone Investors and Individual Investors.

If there is sufficient demand from public funds, [●] ([●]) ordinary Shares will provisionally be allocated thereto, representing [●] % of the total number of Offer Shares. It should be noted that in the event there is sufficient demand from Individual Investors to subscribe for the Offer Shares, the Lead Manager shall have the right to reduce the number of Shares allocated to public funds to a minimum of [●] ordinary Shares, representing [●] of the total number of Offer Shares after completion of the subscription process for Individual Investors.

**5-3 Certain definitions in Sections 1 (“Definitions and Abbreviations”) in the Red Herring Prospectus have been amended to be as follows (after the amendment):**

Term	Definition
Cornerstone Investors’ Shares	The Shares which the Cornerstone Investors committed to subscribe to on the basis of binding undertakings submitted by Zamil Group Investment Company on 21/04/1446H (corresponding to 24/10/2024G) and The Company for Cooperative Insurance (Tawuniya) on 21/04/1446H (corresponding to 24/10/2024G) and Abdulkadir Al Muhaidib & Sons Co. on 21/04/1446H (corresponding to 24/10/2024G) to the Issuer and the Selling Shareholder, pursuant to which Zamil Group Investment Company, The Company for Cooperative Insurance (Tawuniya), and Abdulkadir Al Muhaidib & Sons Co. committed to subscribe to three hundred ninety thousand six hundred twenty-five (390,625) shares, three hundred ninety thousand six hundred twenty-five (390,625) shares, and three hundred ninety thousand six hundred twenty-five (390,625) shares, respectively, of the Offer Shares (representing approximately 1.6%, 1.6%, and 1.6%, respectively, of the Issuer’s capital).
Cornerstone Investors	Zamil Group Investment Company, The Company for Cooperative Insurance (Tawuniya), and Abdulkadir Al Muhaidib & Sons Co.

**5-4 Some of the paragraphs contained in Section (17) (“Information on the Shares and Offering Terms and Conditions”) in the Red Herring Prospectus have been amended to be as follows (after the amendment)**

**• 17.1 Subscription for the Offer Shares**

The IPO process consists of the Offering of seven million, five hundred thousand (7,500,000) Ordinary Shares with a nominal value of SAR 10 per share at an Offer Price of SAR [●], inclusive of a fully paid nominal value of ten Saudi Riyals (SAR 10) per Share. The Offer Shares represent 30% of the Company’s share capital. The total value of the Offering is SAR [●], which includes binding undertakings submitted by Zamil Group Investment Company on 21/04/1446H (corresponding to 24/10/2024G) and The Company for Cooperative Insurance (Tawuniya) on 21/04/1446H (corresponding to 24/10/2024G) and Abdulkadir Al Muhaidib & Sons Co. on 21/04/1446H (corresponding to 24/10/2024G) to the Issuer and the Selling Shareholders, pursuant to which Zamil Group Investment Company, The Company for Cooperative Insurance (Tawuniya), and Abdulkadir Al Muhaidib & Sons Co. committed to subscribe as Cornerstone Investors to three hundred ninety thousand six hundred twenty-five (390,625) shares, three hundred ninety thousand six hundred twenty-five (390,625) shares, and three hundred ninety thousand six hundred twenty-five (390,625) shares, respectively, of the Offer Shares (representing approximately 1.6%, 1.6%, and 1.6%, respectively of the Issuer’s capital) (“Cornerstone Investors’ Shares”). The Company agreed to allocate the Shares to them as part of the Offering process. It should be noted that the offering to Individual Investors and the subsequent Listing of the Company’s Shares is dependent on the book building by Participating Parties and the underwriting of the entire Offer Shares. The Offering shall be cancelled if the Offering is not underwritten during such period. The CMA may suspend the Offering after the approval of this Prospectus and before registration and admission of the Shares to Listing on the Exchange in the event of any material changes that may adversely and materially affect the Company’s operations.

**The Offering is limited to the following two tranches of investors:**







**Tranche (A) - Participating Parties:**

This tranche comprises the parties entitled to participate in the book building process in accordance with the Book Building Instructions, including investment funds, qualified foreign companies and institutions, corporate GCC investors and other foreign investors under SWAP Agreements. The number of Offer Shares that will initially be allocated to the Participating Parties during the book building process is seven million, five hundred thousand (7,500,000) ordinary Offer Shares, representing (100%) of the Offer Shares. Amongst said shares is one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares that will be allocated to the Cornerstone Investors. If there is sufficient demand from Individual Investors (referred to as Tranche (B) below), subscribe to all the Offer Shares allocated thereto, the Lead Manager shall have the right to reduce the number of Shares allocated to Participating Parties to a minimum of six million seven hundred and fifty thousand (6,750,000) Shares, representing 90% of the Offer Shares, provided that such reduction shall not apply to the Cornerstone Investors and the final allocation to the Cornerstone Investors shall be one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares in all cases. Accordingly, five million five hundred seventy-eight thousand one hundred twenty-five (5,578,125) Offer Shares will be allocated to the Participating Parties other than the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The number and percentage of the Offer Shares to be allocated to Participating Parties will be determined as deemed appropriate by the Financial Advisor in coordination with the Issuer.

• **17.2 Book Building for Participating Parties**

- A. The price range shall be determined at the time of book building and shall be made available to all Participating Parties by the Company's Financial Advisor, in coordination with the Issuer and the Selling Shareholder. The number and percentage of Offer Shares to be allocated to Participating Parties shall be determined in consultation with the Company and the Current Shareholders, using the discretionary allocation mechanism, provided that the final allocation to the Cornerstone Investors shall be one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares in all cases. The Financial Advisor, in consultation with the Issuer, may choose not to allocate Shares to some of the Participating Parties.
- B. Each Participating Party must submit applications to participate in the book building process by filling out the Application Form. Participating Parties may change or cancel their applications at any time during the book building period, provided that such change is made by submitting an amended or additional Application Form (as applicable). Such change should be made before the determination of the Offer Price, which shall take place prior to the start of the Offering Period. The number of Offer Shares subscribed for by each Participating Party shall neither be less than fifty thousand (50,000) Shares nor more than one million two hundred and forty-nine thousand nine hundred and ninety-nine (1,249,999) Shares and, in respect of public funds only, the number of Shares subscribed for shall not exceed the maximum limit for each participating public fund, as determined in accordance with the Book Building Instructions. The number of Shares requested must be allocatable. The Bookrunners shall notify the Participating Parties of the Offer Price and the number of Offer Shares initially allocated thereto, provided that the final allocation to the Cornerstone Investors shall be one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares in all cases. Subscription by the Participating Parties shall commence during the Offering Period, which also includes Individual Investors, in accordance with the subscription terms and conditions stipulated in the Application Forms.

• **17.5 Allocation of Offer Shares to Participating Parties**

Allocation of the Shares to Participating Parties shall be made as the Financial Advisor deems fit, in coordination with the Company, using the discretionary allocation mechanism. The allocation of Offer Shares to Participating Parties shall take place after the allocation of Offer Shares to Individual Investors. The number of the Offer Shares initially allocated to Participating Parties shall not be less than seven million five hundred thousand (7,500,000) ordinary Shares, representing 100% of the total Offer Shares, while the final allocation of Offer Shares to Participating Parties shall not be less than six million seven hundred and fifty thousand (6,750,000) Shares, representing (90%) of the total Offer Shares, provided that the final allocation to the Cornerstone Investors shall be one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares in all cases. Accordingly, five million five hundred seventy-eight thousand one hundred twenty-five (5,578,125) shares of the Offering Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The number and percentage of the Offer Shares to be allocated to Participating Parties will be determined as deemed appropriate by the Financial Advisor in coordination with the Issuer. If there is sufficient demand from public funds,   ordinary Shares will provisionally be allocated thereto, representing % of the total number of Offer Shares, provided that the final allocation to the Cornerstone Investors shall be one million one hundred seventy-one thousand eight hundred seventy-five (1,171,875) Offer Shares. It should be noted that in the event there is sufficient demand from Individual Investors to subscribe for the Offer Shares, the Lead Manager shall have the right to reduce the number of Shares allocated to public funds to a minimum of   ordinary Share, representing  of the total number of Offer Shares after completion of the subscription process for Individual Investors.

**5-5 Some of the text contained in the Offering Summary of the Prospectus regarding the Subscription Method for Participating Parties have been amended to be as follows (after the amendment):**

To make it easier to read the edits made to these texts, added phrases will be in blue and deleted phrases will be in red and shown as crossed out phrases.

<b>Subscription Method for Participating Parties</b>	Participating Parties <del>registered in the Kingdom</del> may obtain bid <del>forms</del> <b>application</b> from the Bookrunners during the book building process. <del>Participating Parties not registered in the Kingdom may submit bid requests through the Bookrunners by phone or email, without having to complete and sign the bid form.</del> The Bookrunners shall offer the Offer Shares to Participating Parties during the book building period only, <del>after obtaining the approval of the CMA.</del> Following initial allocation, Participating Parties may obtain Application Forms <del>from the Financial Advisor.</del> A signed Application Form must be submitted to one of the Bookrunners, which represents a legally binding agreement between the Selling Shareholder and the Participating Party submitting the application (for further details, please refer to Section 17 (“ <b>Subscription Terms and Conditions</b> ”) of <del>this Prospectus</del> <b>the Red Herring Prospectus</b> ).
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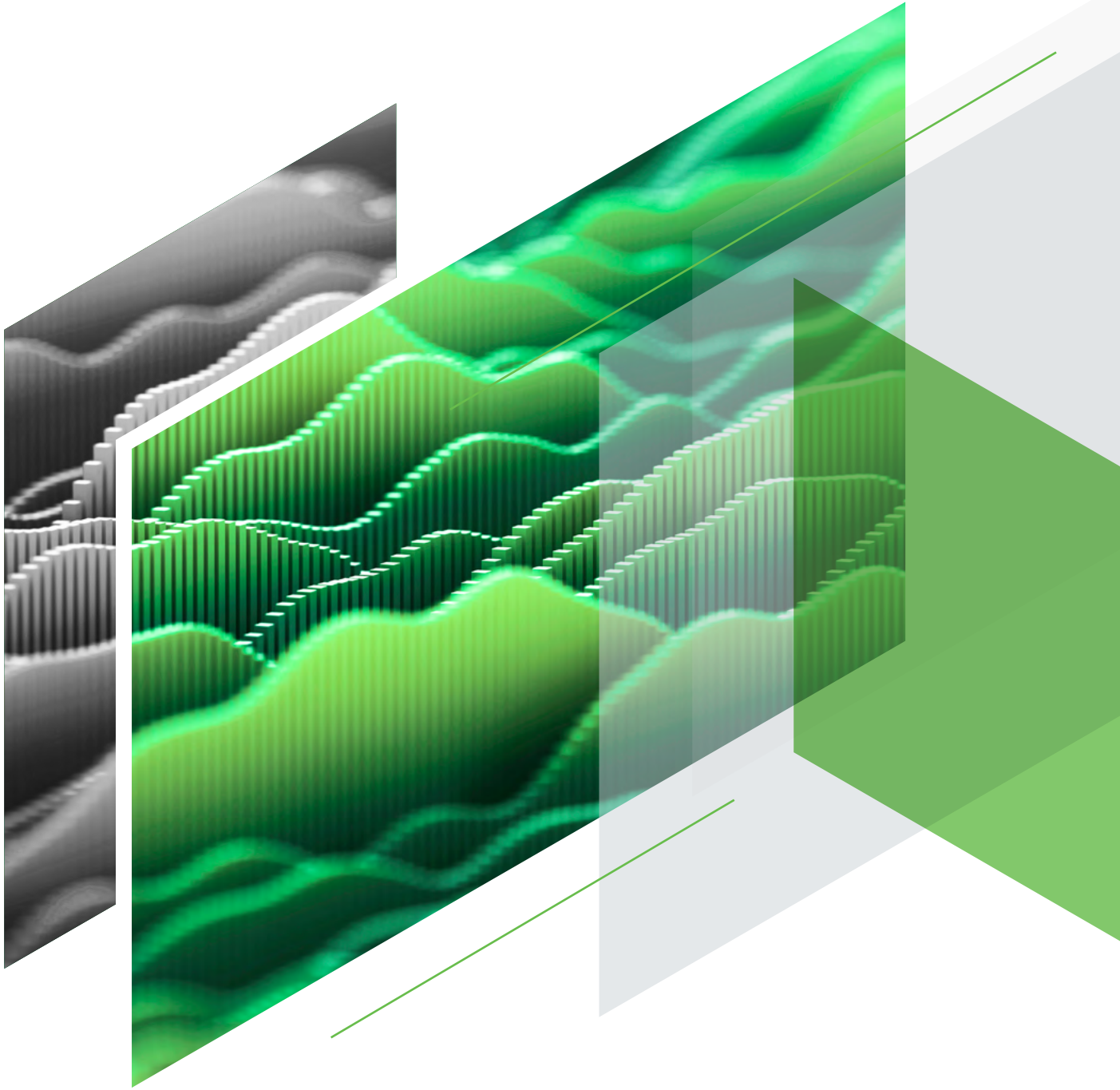
**5-6 Some of the text contained in Table 3 of the Red Herring Prospectus regarding the expected Offering timetable have been amended to be as follows (after the amendment):**

To make it easier to read the edits made to these texts, added phrases will be in blue and deleted phrases will be in red and shown as crossed out phrases.

Expected Offering Timetable	Date
Subscription Period for Individual Investors	A period of two (2) days, commencing on Tuesday 17/05/1446H (corresponding to 19/11/2024G) until the end of <del>Sunday</del> <b>Wednesday</b> , 18/05/1446H (corresponding to 20/11/2024G).



الشركة المتحدة الدولية القابضة  
UNITED INTERNATIONAL HOLDING



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